

# ULTIMATE SPIDER-MAN®

VOL  
21



## WAR OF THE SYMBIOTES

MARVEL



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## WAR OF THE SYMBIOTES

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## PREVIOUSLY

The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high-school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!

Peter Parker and Mary Jane have gotten back together, leaving his troubled relationship with Kitty Pryde (of the world-famous X-Men) in shambles. To complicate matters even further, Kitty, who was kicked out of the X-Men, now goes to school with them!

But that's not the end of his problems!

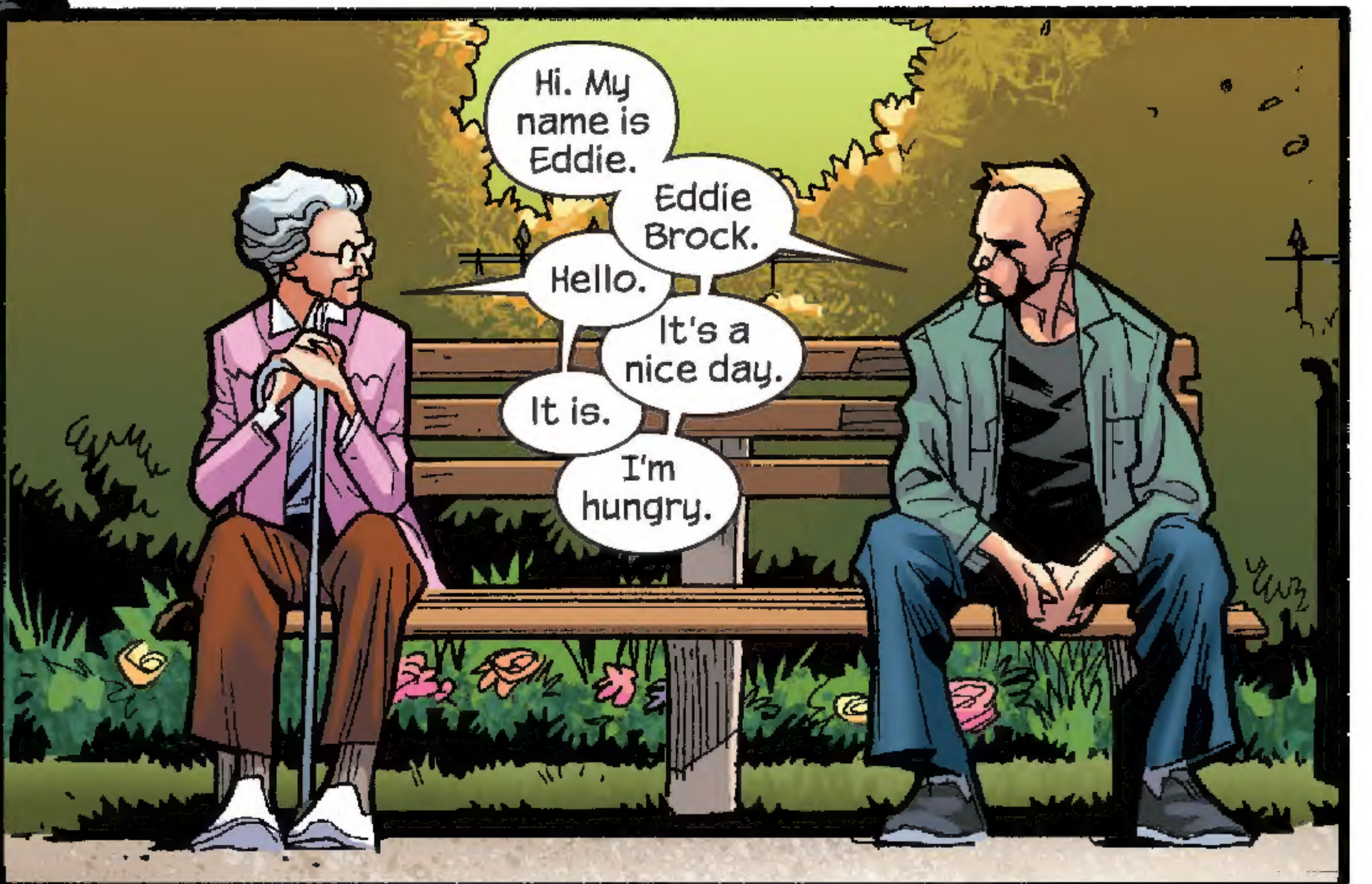
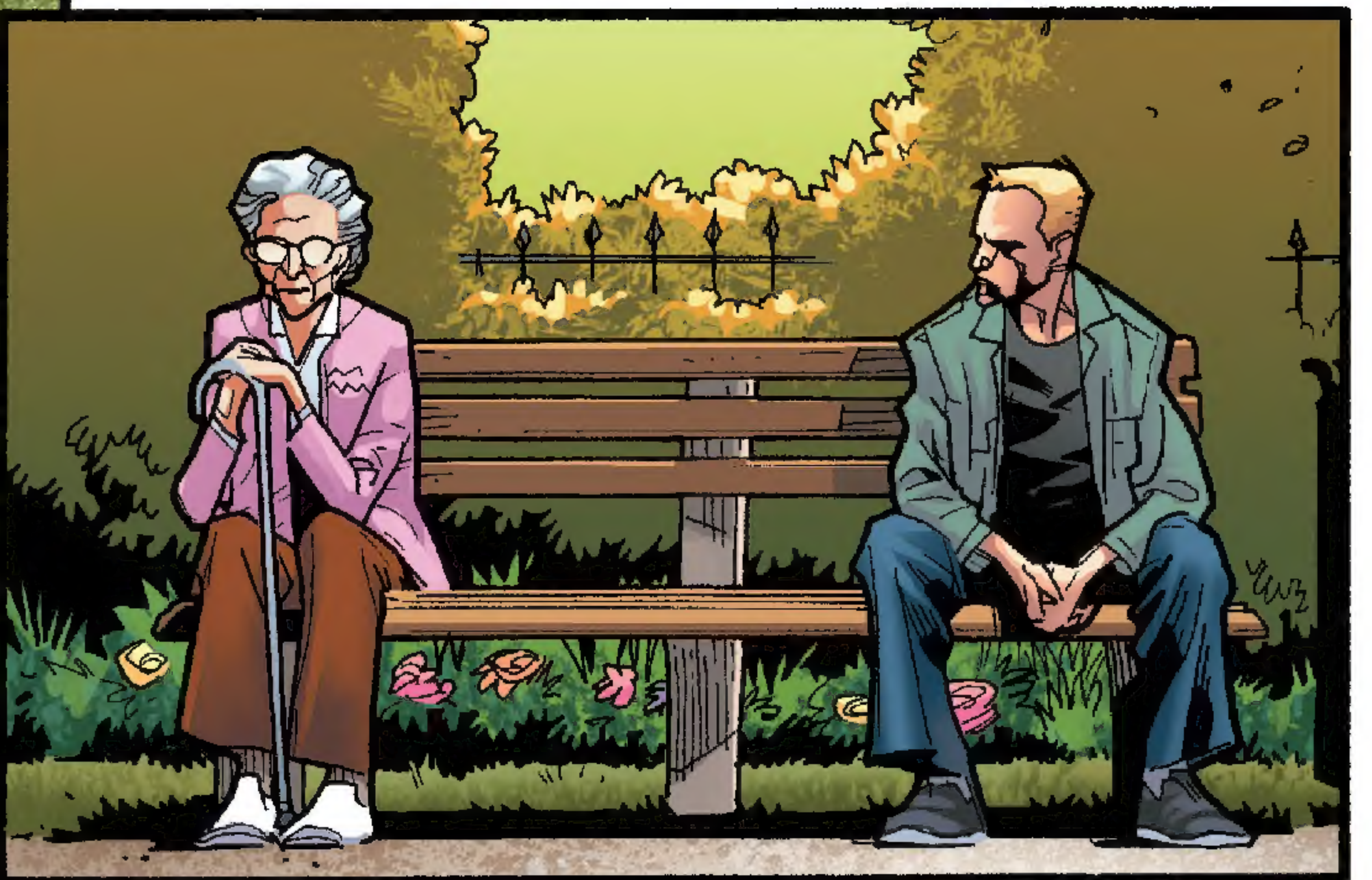
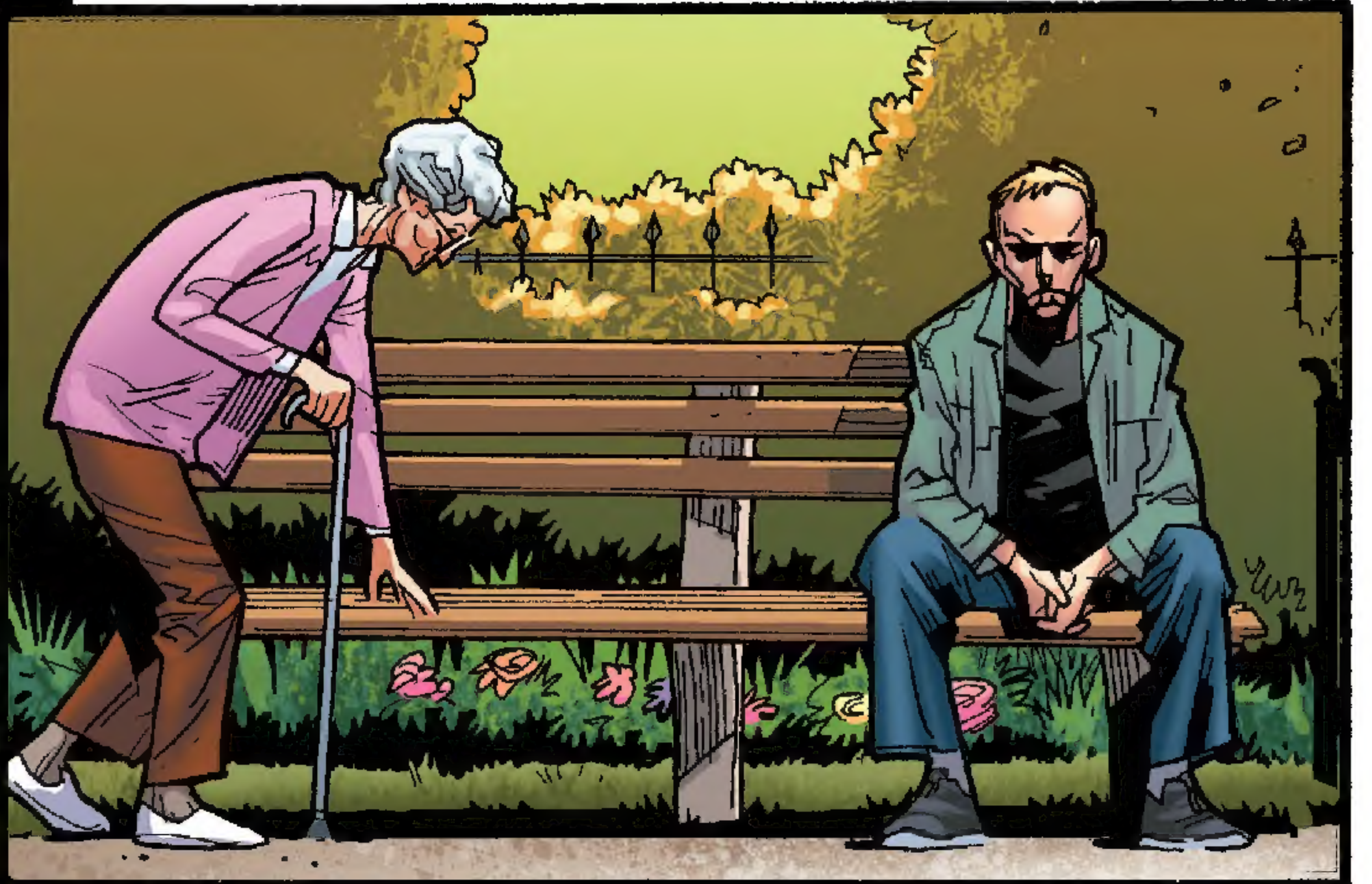
Some time ago, Peter was attacked by his good friend Eddie Brock, who, under the control of the dangerous organism known as Venom, has a vendetta against Spider-Man. Managing to escape Venom's assault, Peter discovered that the Venom organism was accidentally created years before by none other than Peter and Eddie's fathers. This deadly legacy has now caught up to Peter, and though he thinks Venom is gone from his life, things are about to change...



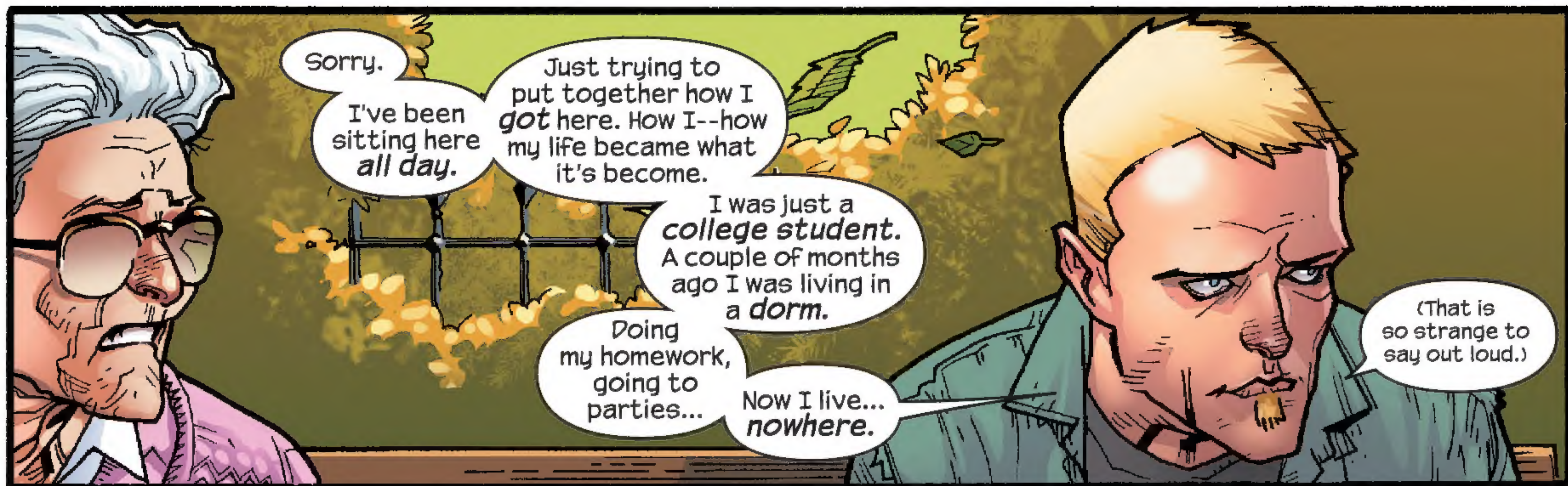












Sorry.

I've been sitting here *all day*.

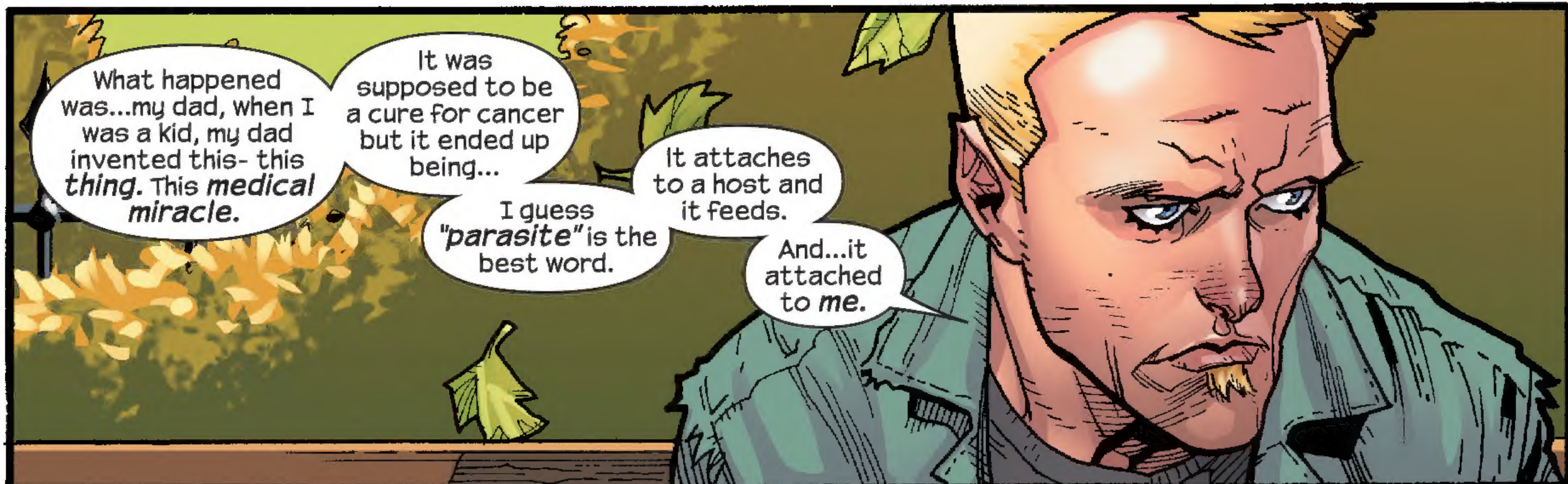
Just trying to put together how I *got* here. How I--how my life became what it's become.

I was just a *college student*. A couple of months ago I was living in a *dorm*.

Doing my homework, going to parties...

Now I live... *nowhere*.

(That is so strange to say out loud.)



What happened was...my dad, when I was a kid, my dad invented this- this *thing*. This *medical miracle*.

It was supposed to be a cure for cancer but it ended up being...

I guess "*parasite*" is the best word.

It attaches to a host and it feeds.

And...it attached to *me*.

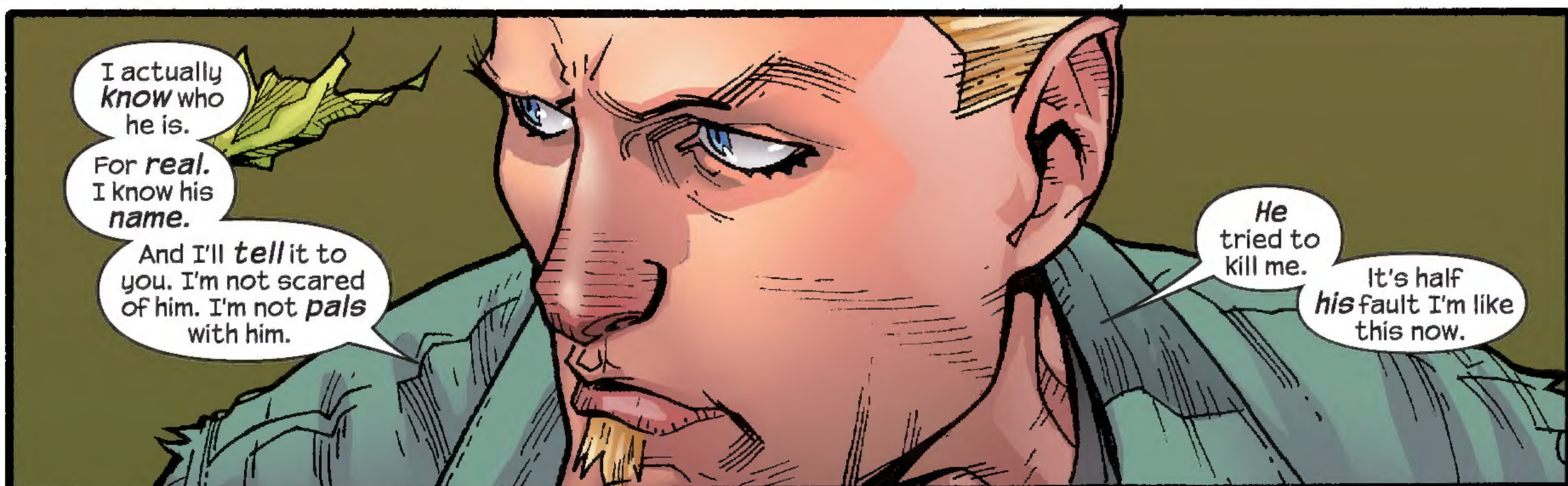


And all of a sudden I'm not *me* anymore. I'm this- this *thing*.

This super-powered thing. And all of a sudden me and Spider-Man are throwing down.

Yeah, I got into a big fight with Spider-Man. *Me*.

It was on the news.



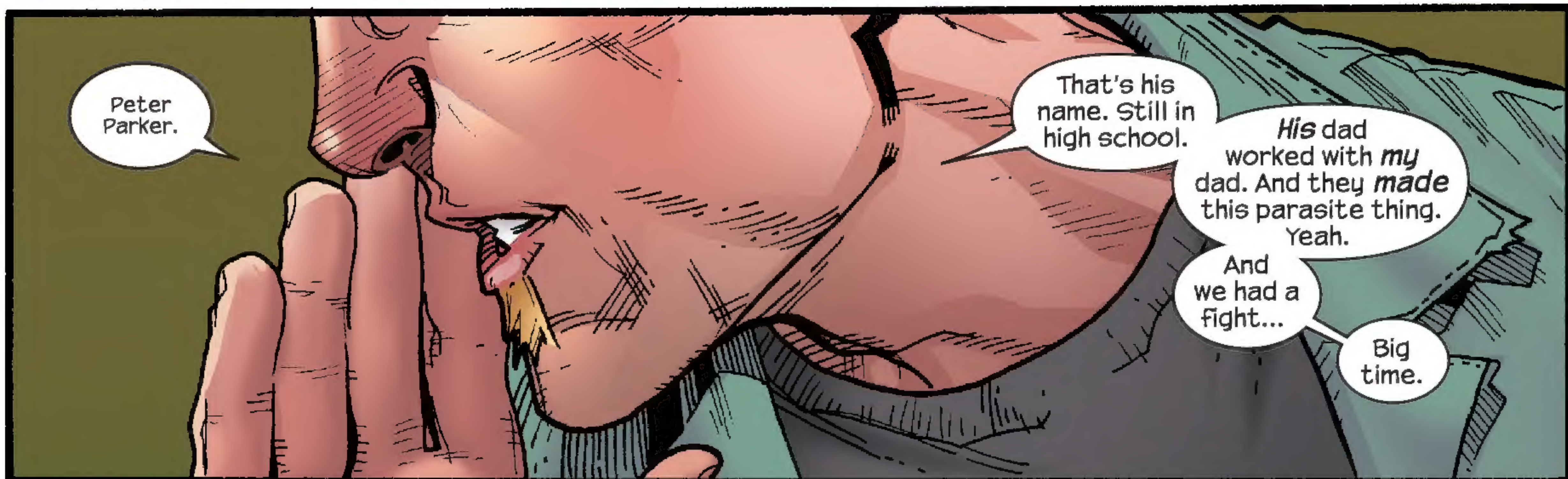
I actually *know* who he is.

For *real*. I know his *name*.

And I'll *tell* it to you. I'm not scared of him. I'm not *pals* with him.

He tried to kill me.

It's half *his* fault I'm like this now.



Peter Parker.

That's his name. Still in high school.

*His* dad worked with *my* dad. And they *made* this parasite thing. Yeah.

And we had a fight...

Big time.

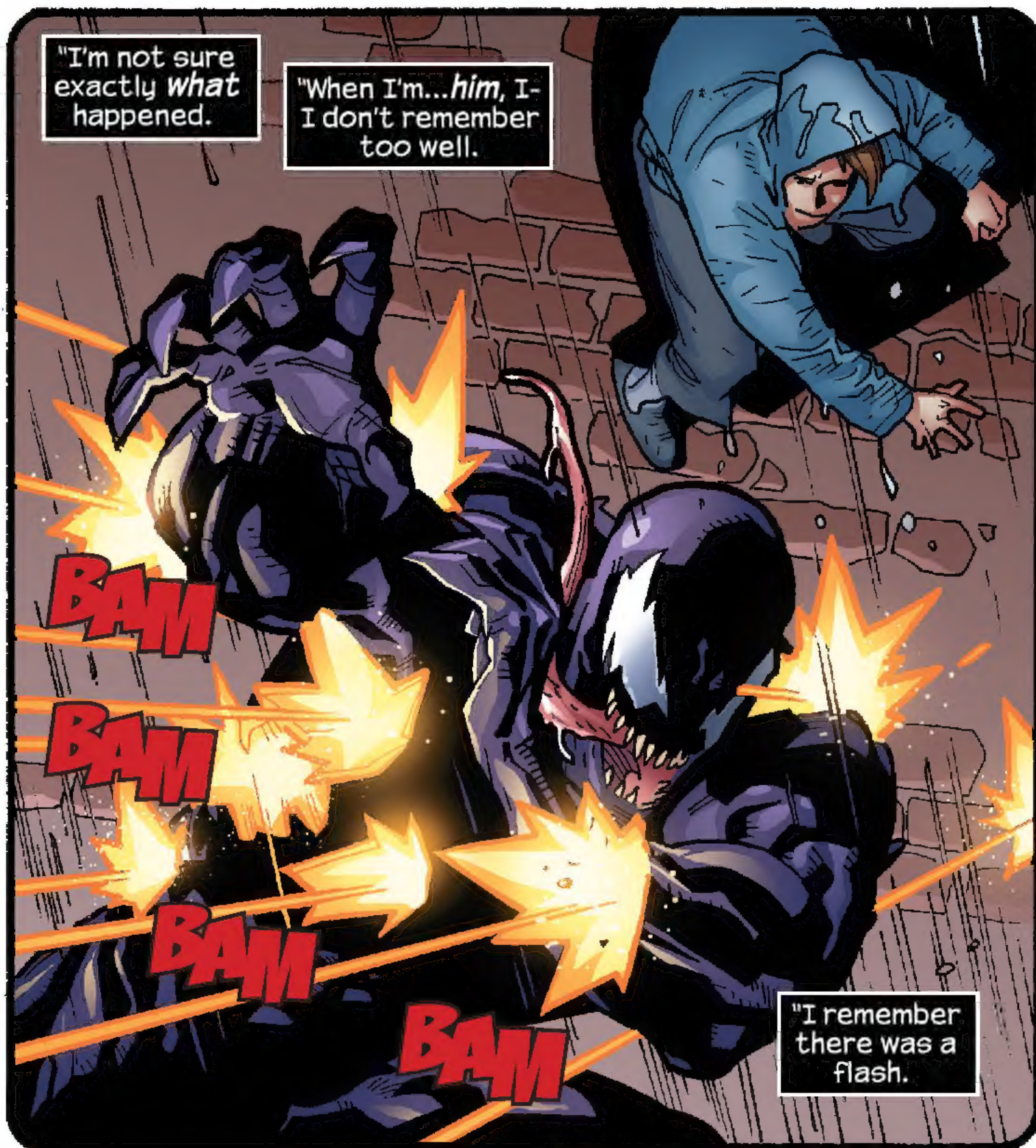




"And the fight..."

"Okay..."

"It ended badly."



"I'm not sure exactly *what* happened."

"When I'm...*him*, I-I don't remember too well."

"I remember there was a flash."



"Of light."

"*That* I remember."



"Maybe I died."

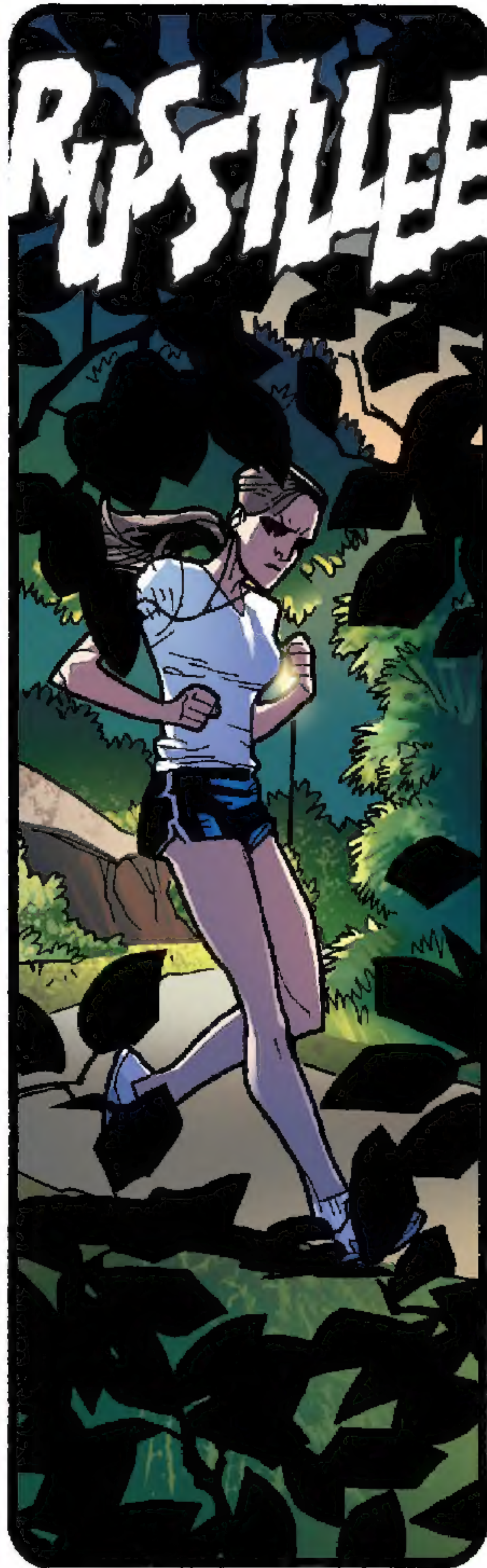
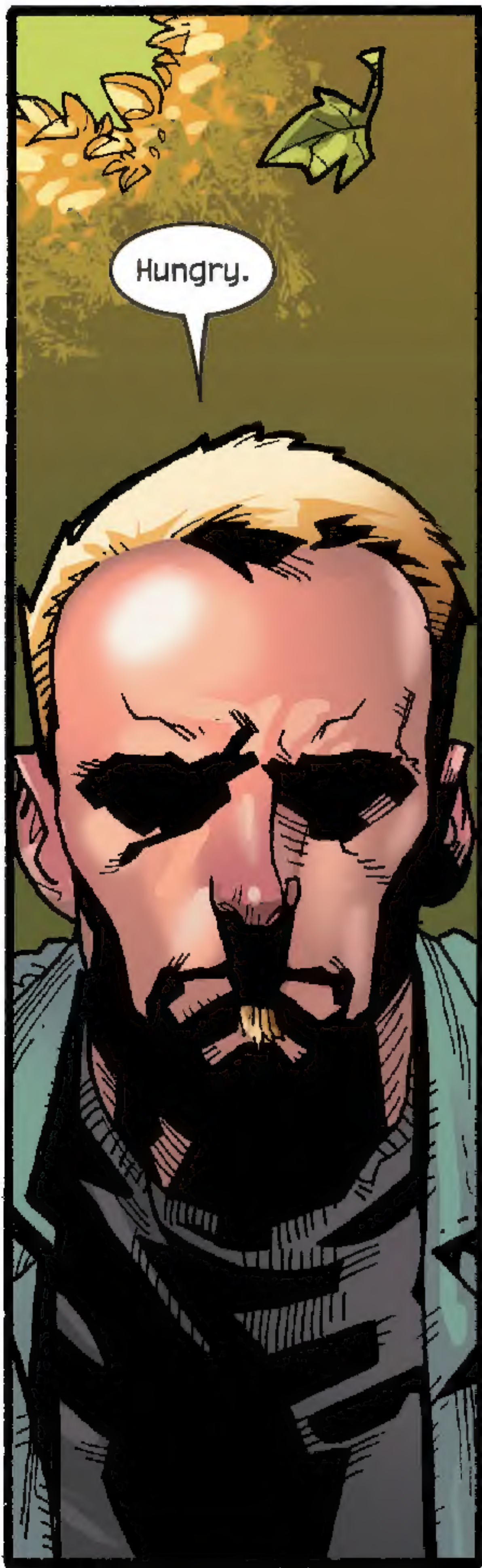


Maybe I'm dead.

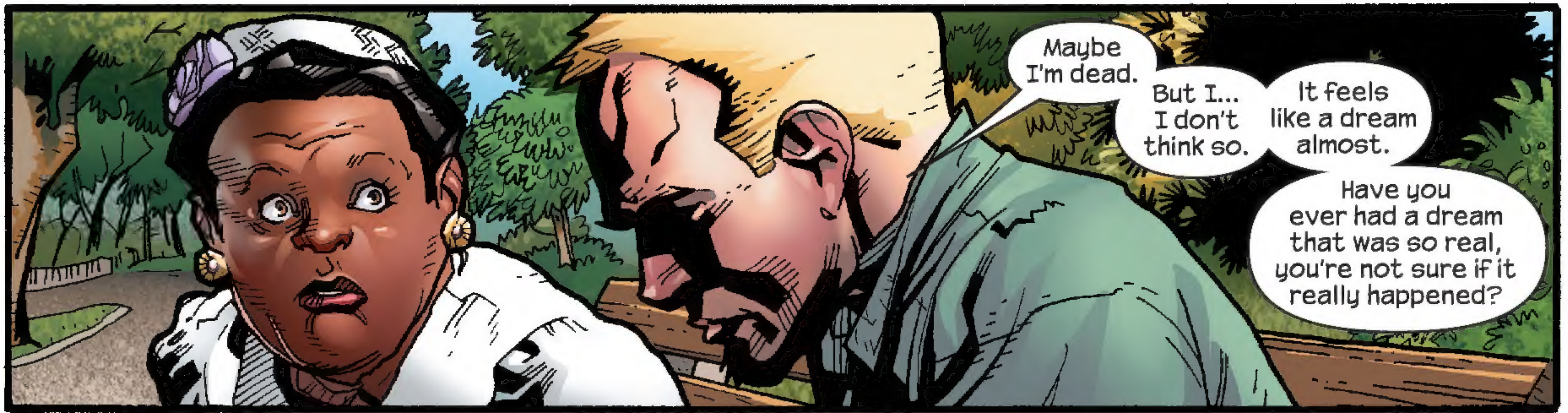
I remember the flash of light.

Yeah. But then...









Maybe I'm dead.

But I... I don't think so.

It feels like a dream almost.

Have you ever had a dream that was so real, you're not sure if it really happened?



"My whole life feels like that now.

"I go in and out..."



"And now it's like I have two brains in me.

"Two brains thinking independently of each other.



"One brain is just hungry.

"And the other brain..."

"The other brain wants to know when someone is going to *stop* me.



"When is someone going to put me out of my misery, right?"



"But no one has.

"And here's the thing, all this pain and hunger..."

"All this delirium, after days or weeks..."

"I don't know how long..."

"All of a sudden..."

"I felt..."

"Okay."





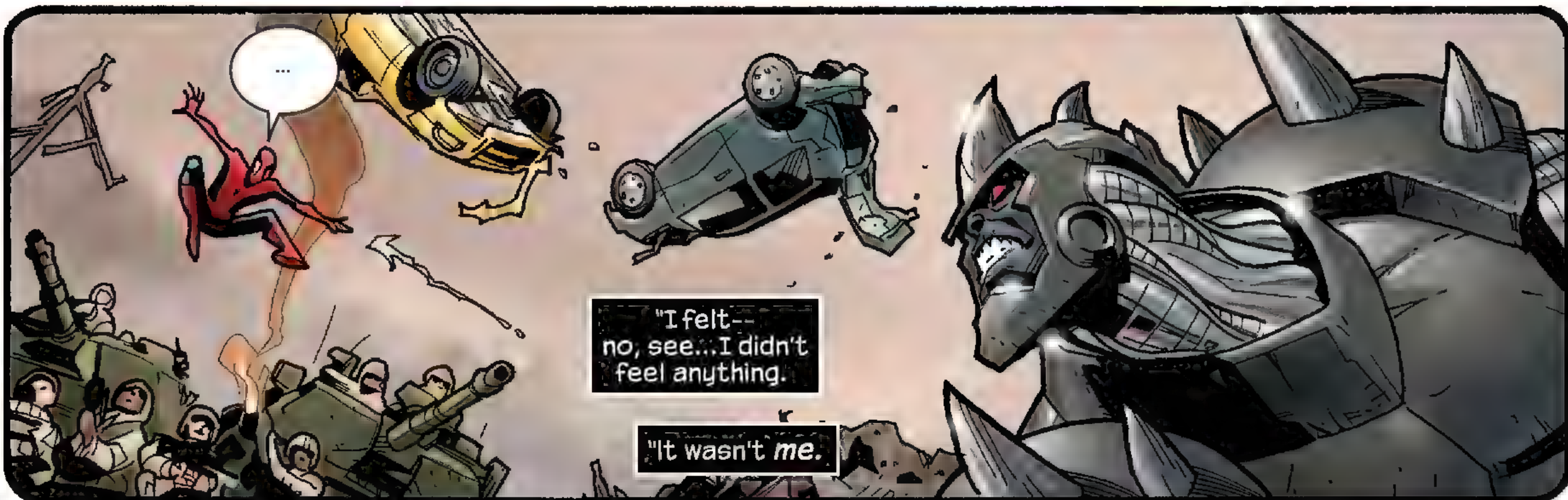
"It was him."

"Parker."



"There he was."

"And all of a sudden... I felt great."



"I felt-- no, see... I didn't feel anything."

"It wasn't me."



"It was him."





Where was I  
before we were  
rudely interrupted  
by you throwing  
me through a  
building?

Oh  
yeah!

CLANG



"This feeling  
though. It  
was unreal."

"This was  
something  
new."

"See, before I ever  
wore the suit, Peter  
Parker- he wore it."

"He didn't wear  
it for long, but  
he wore it."



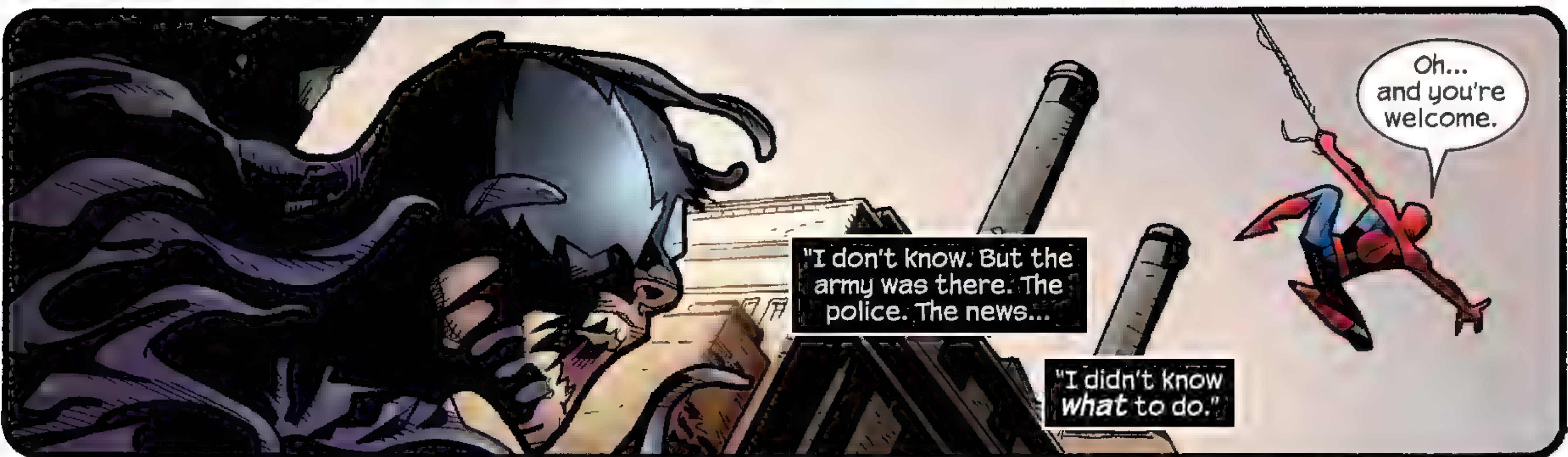
"Did the suit, I don't  
know, *connect* to him?  
Does it want *him* more  
than it wants *me*??

"It wanted  
*something*..."

BOOM



"Did it want  
to *kill* him or  
*kiss* him?"



"I don't know. But the  
army was there. The  
police. The news..."

"I didn't know  
*what* to do."

Oh...  
and you're  
welcome.





I wish I was smarter...

I wish-  
I wish I knew more about what has *happened* to me...

I went to a library, I *tried* to figure it out.

"But you have to have, like, three science-related doctorates to even *wrap your head* around the *theory* of what's happened to me.

"And even *then...*"

"I'm a one-of-a-kind thing. There's no article explaining me. You can't Google me."



Whadaya think, Sable?

I think we're getting our bonus checks.

Booyah!

Yummy!



Yummy?

What?

Suit up, Wildpack. Let's go huntin'.

I don't get it, Sable, where's the black suit?

The money's for the suit, right?

Let's go ask him.





"What I'm talking about now is *control*!"

"Trying to control what has happened to me."

"Trying to control my environment..."



Move in.



"Control."

Mister Brock, can we have a word?



Huuungghrrr!!



Well, technically that *was* a word.

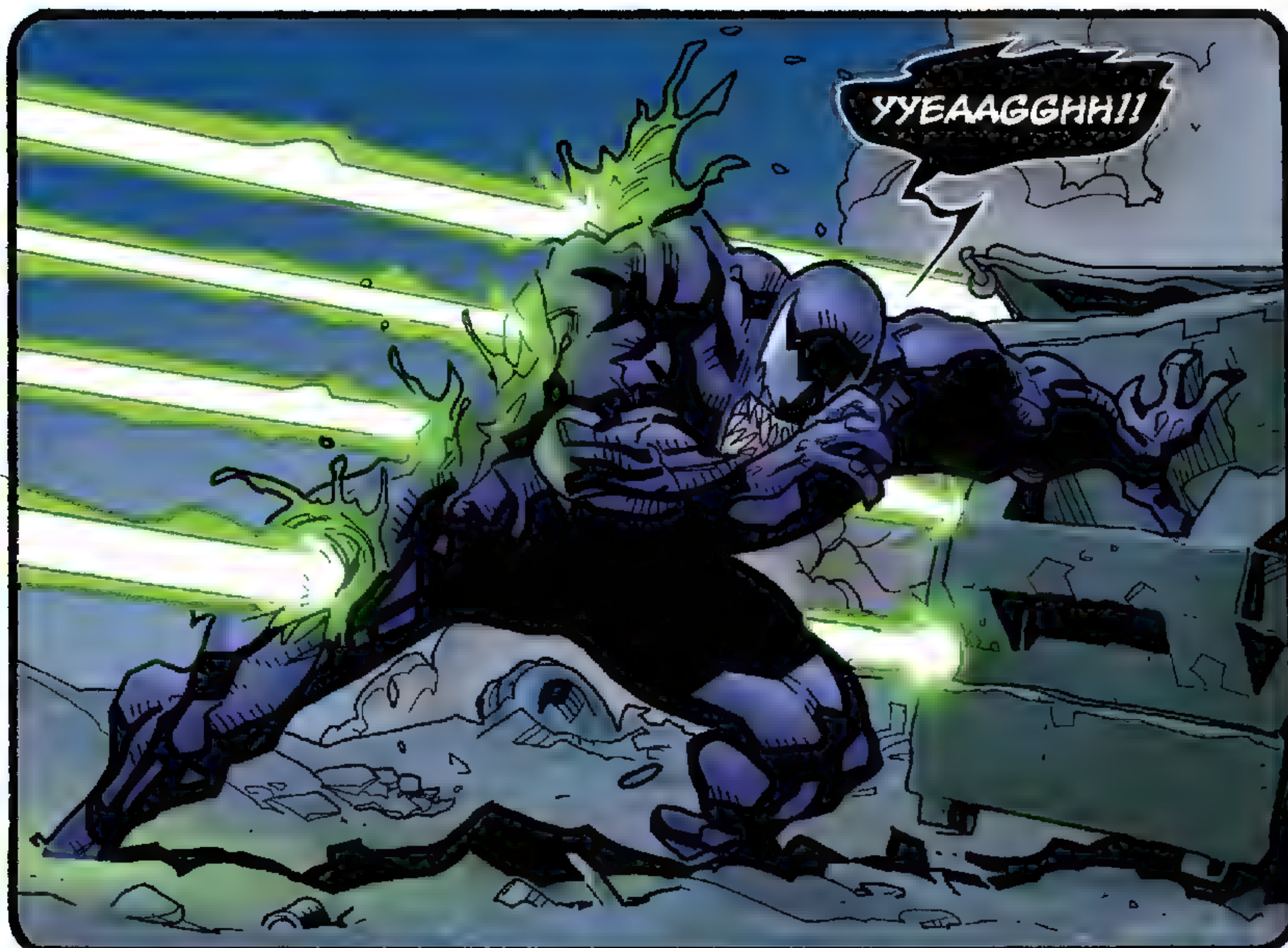
Wildpack, take 'em!!

Steak dinner for the take-down shot.

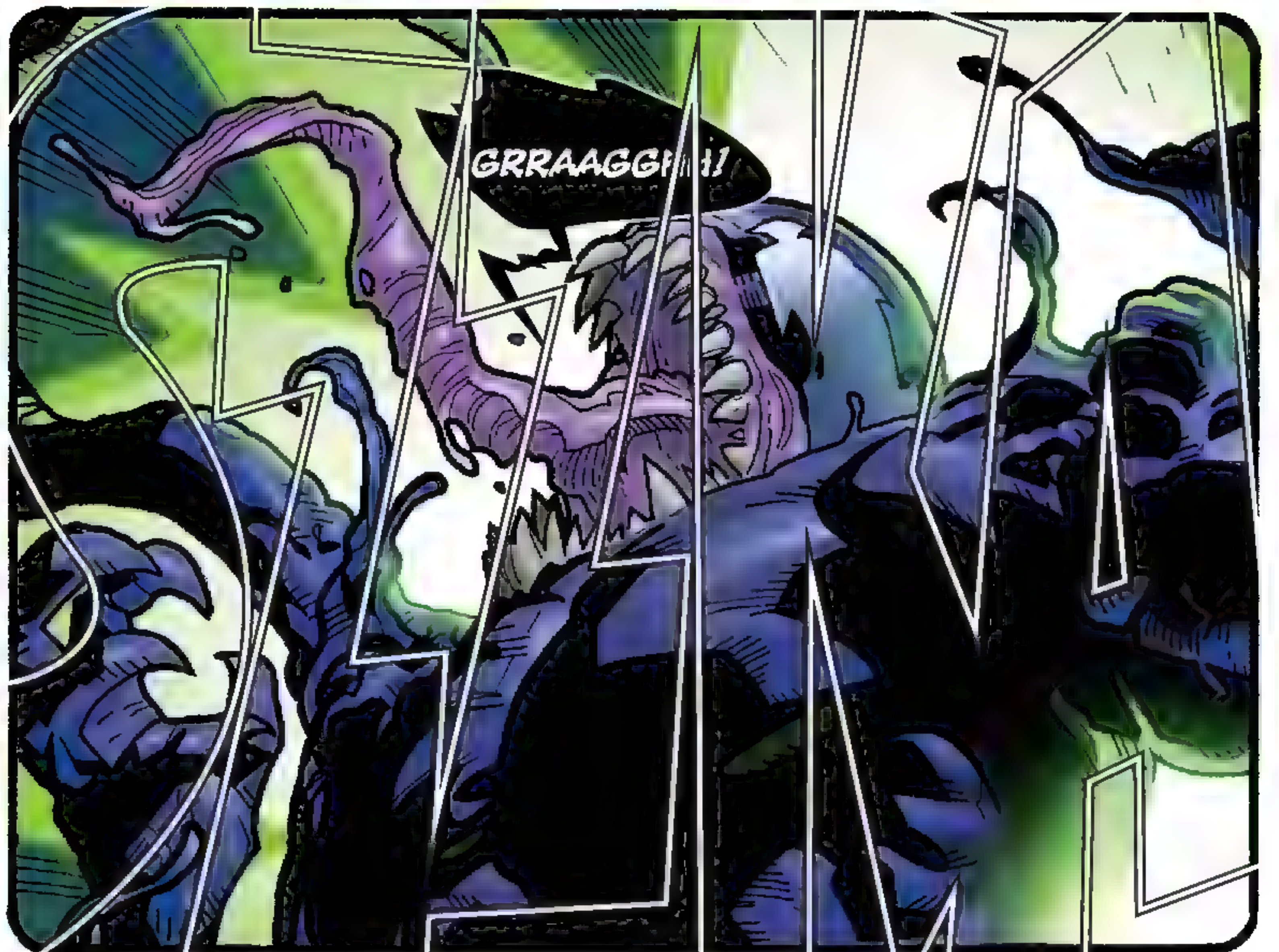
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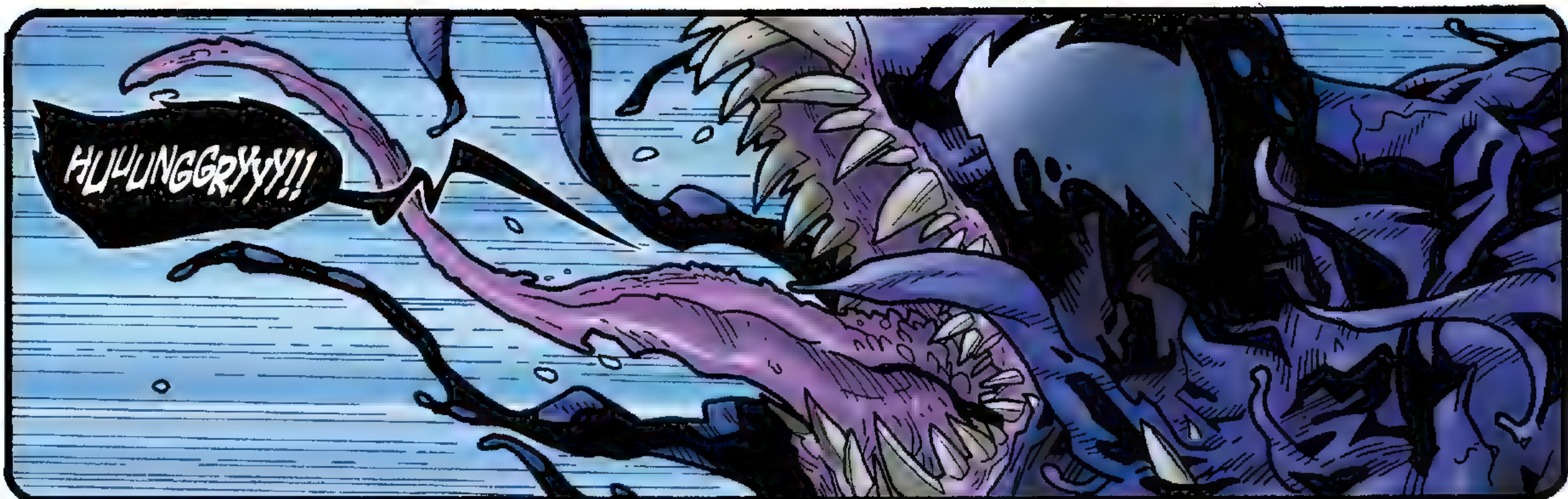
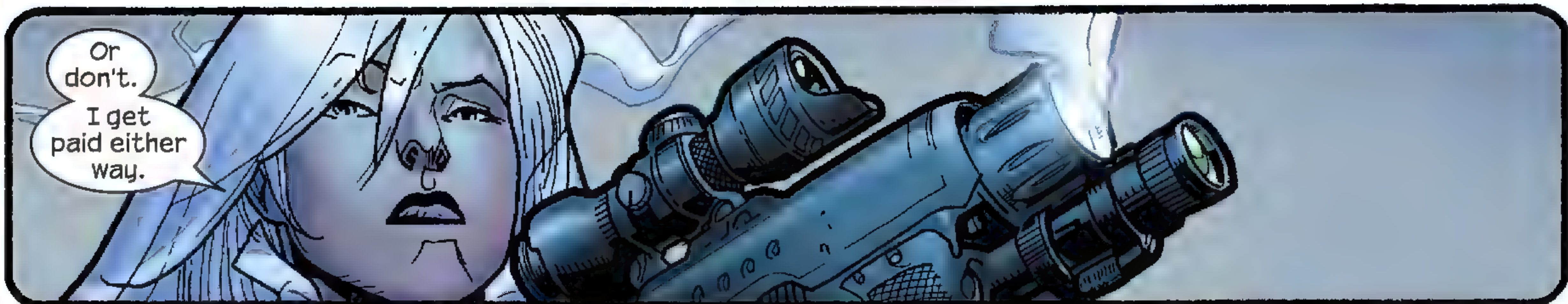




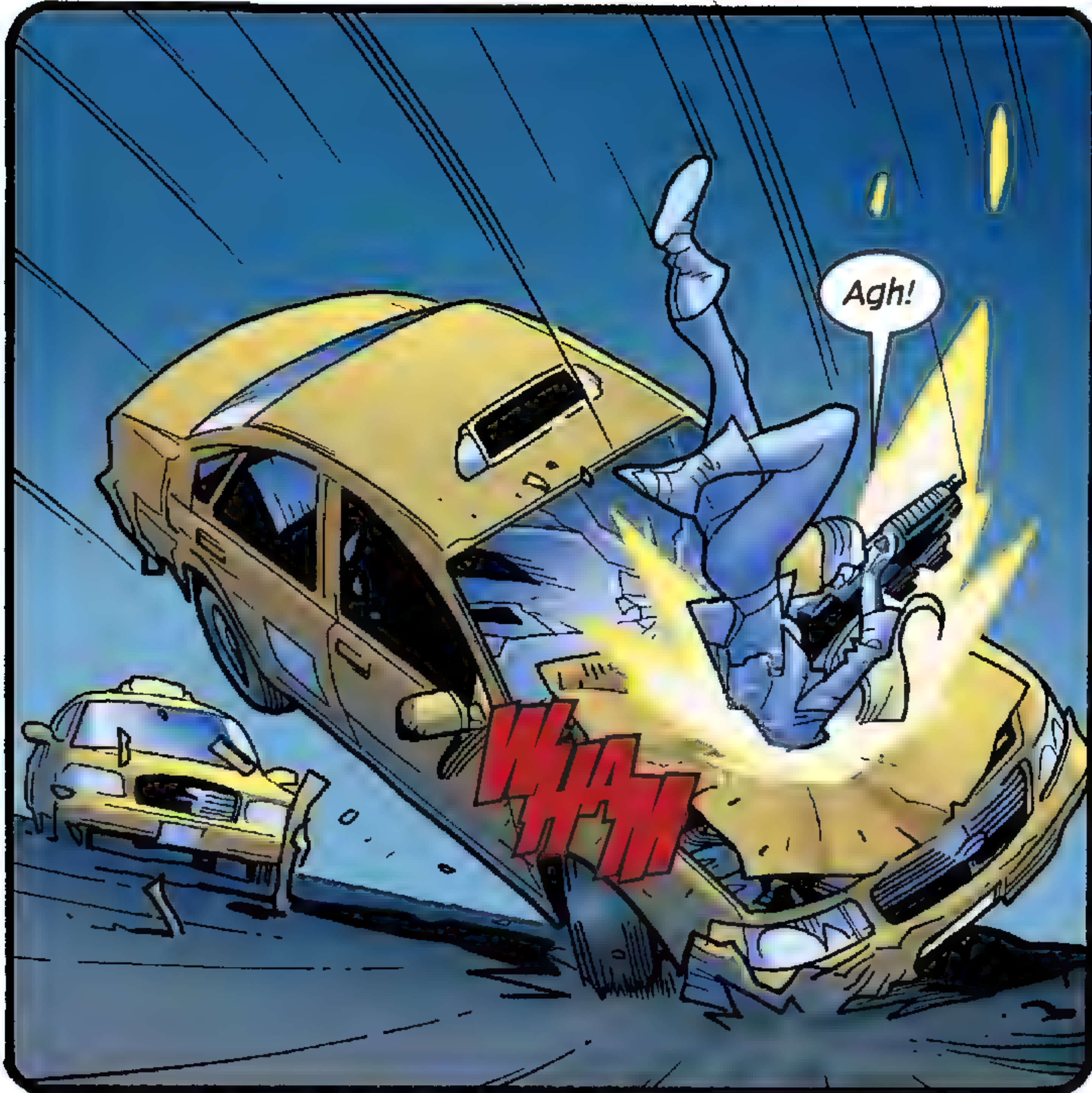
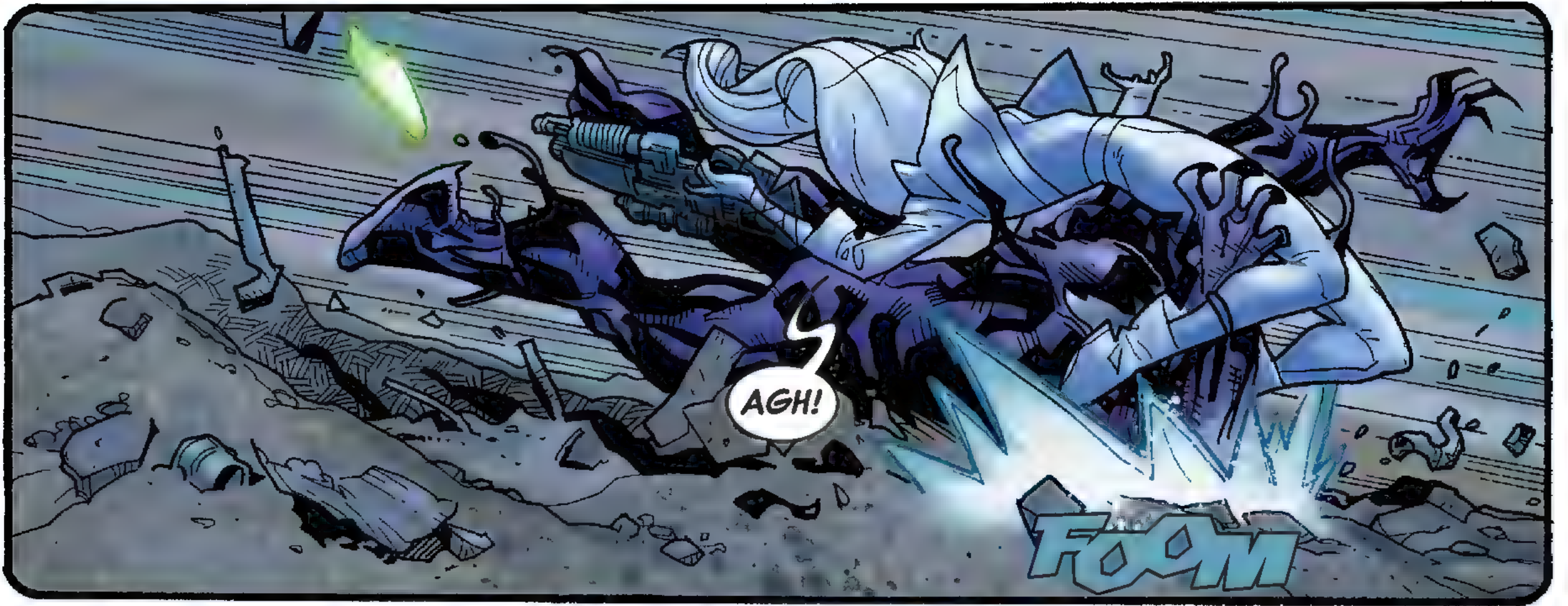




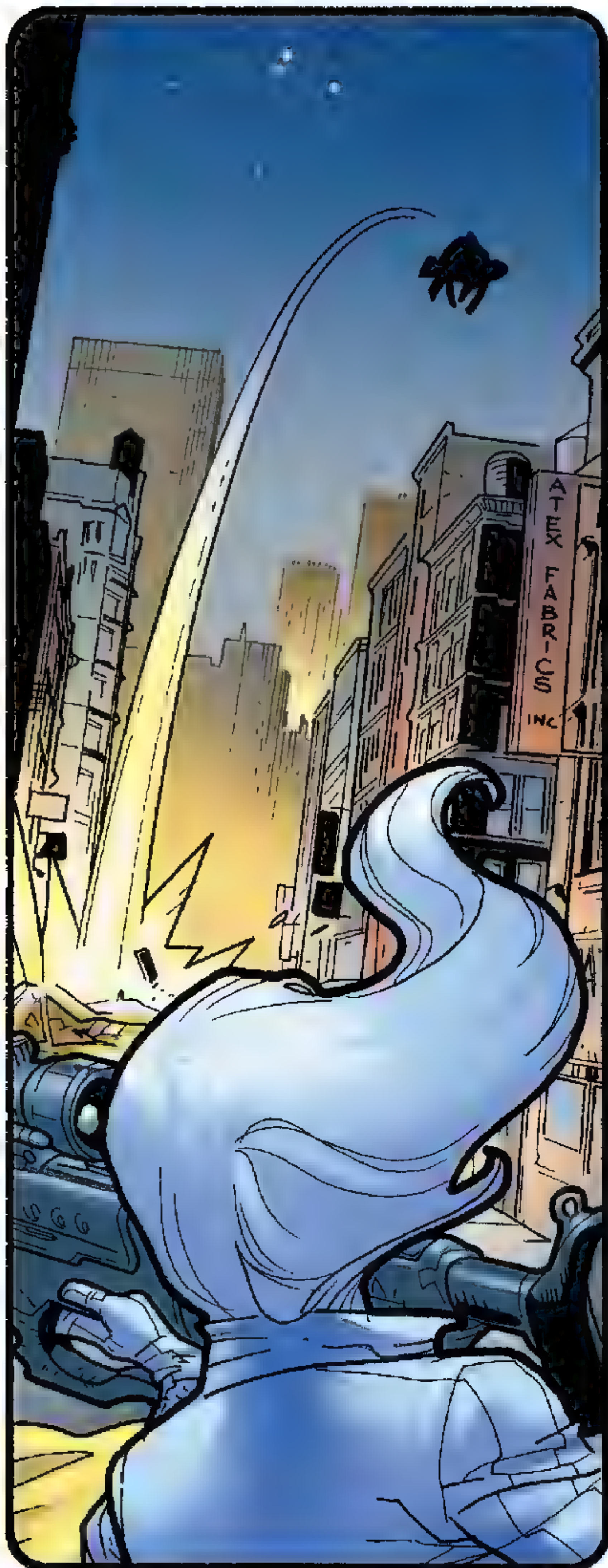




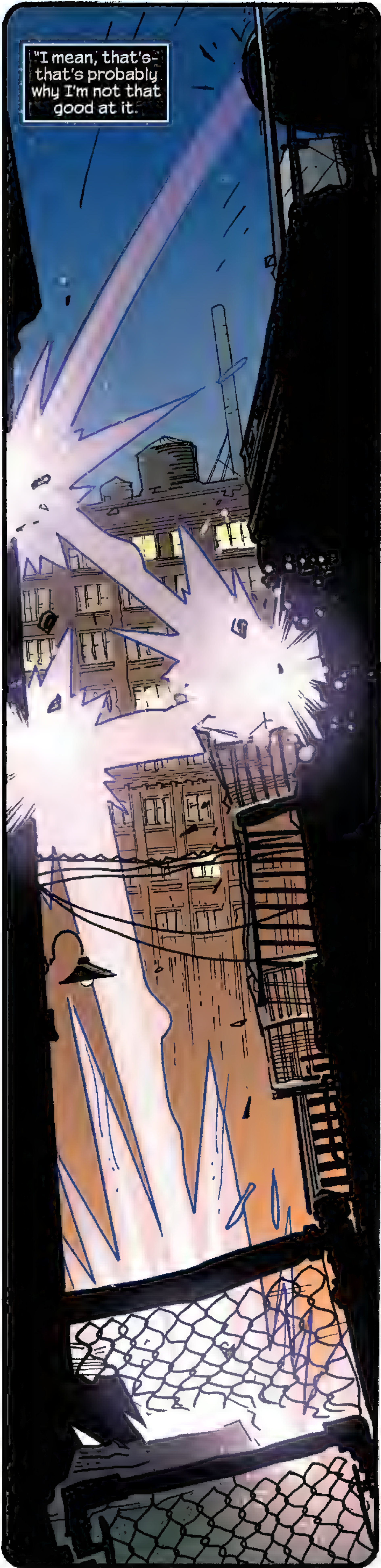




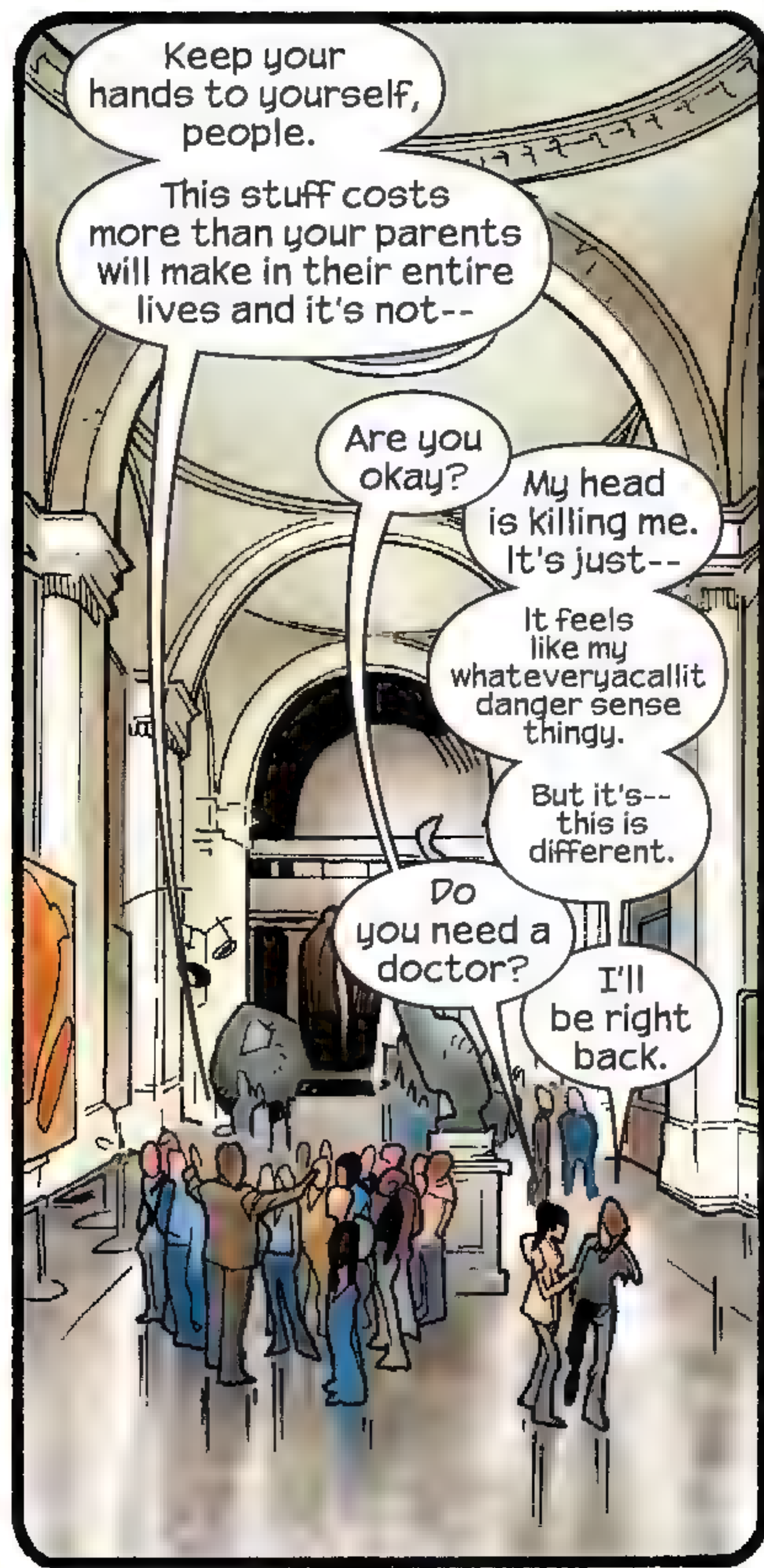
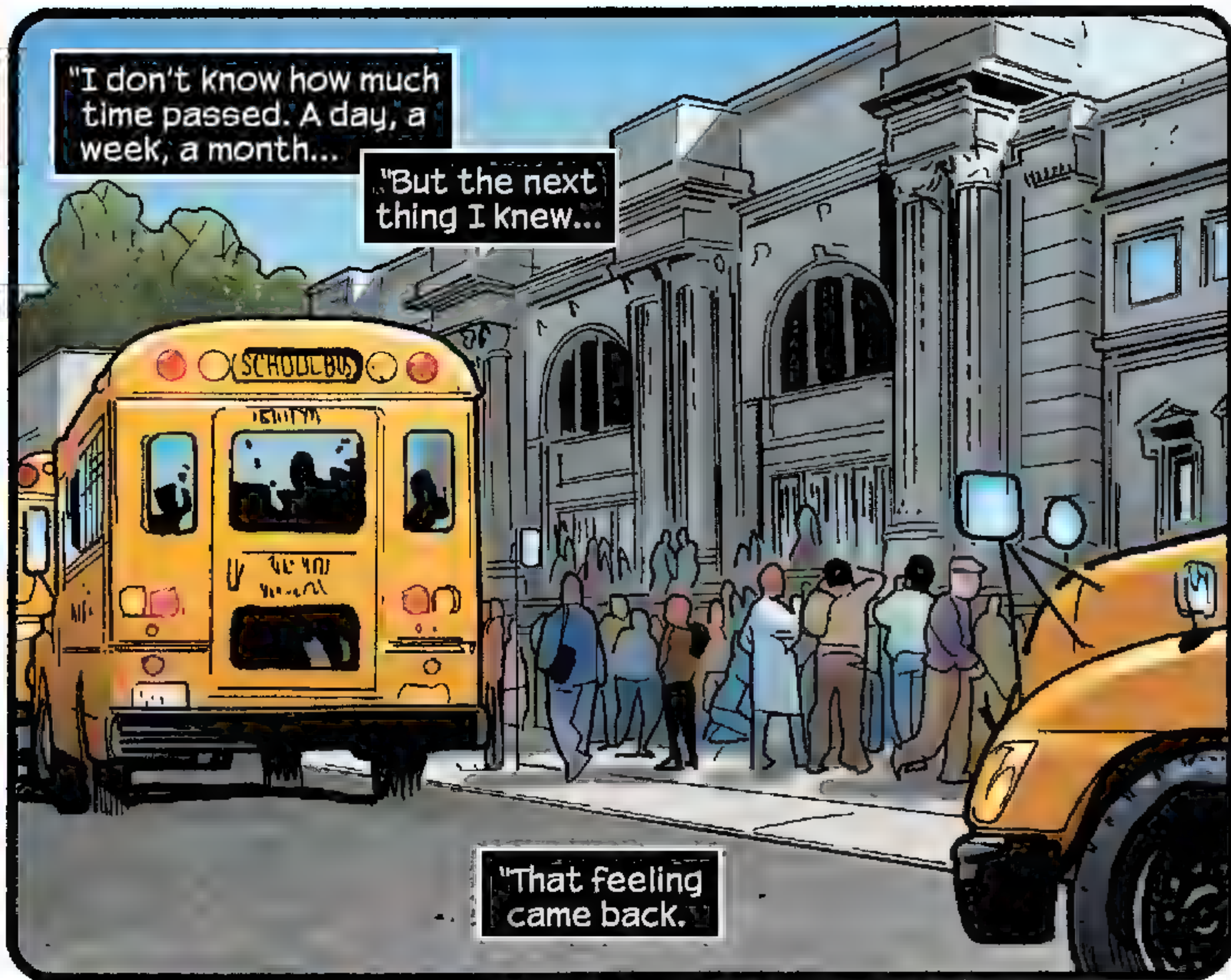




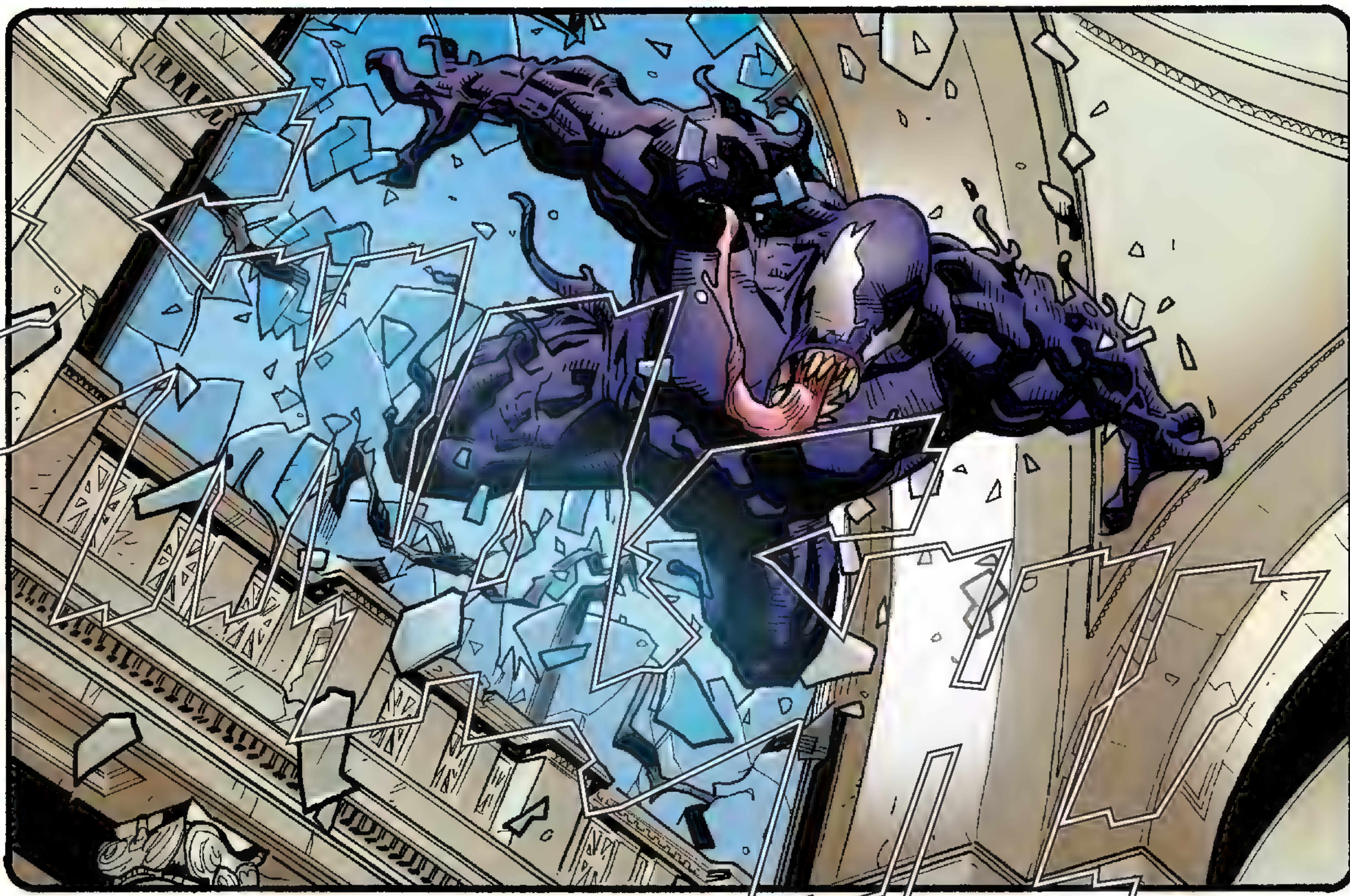
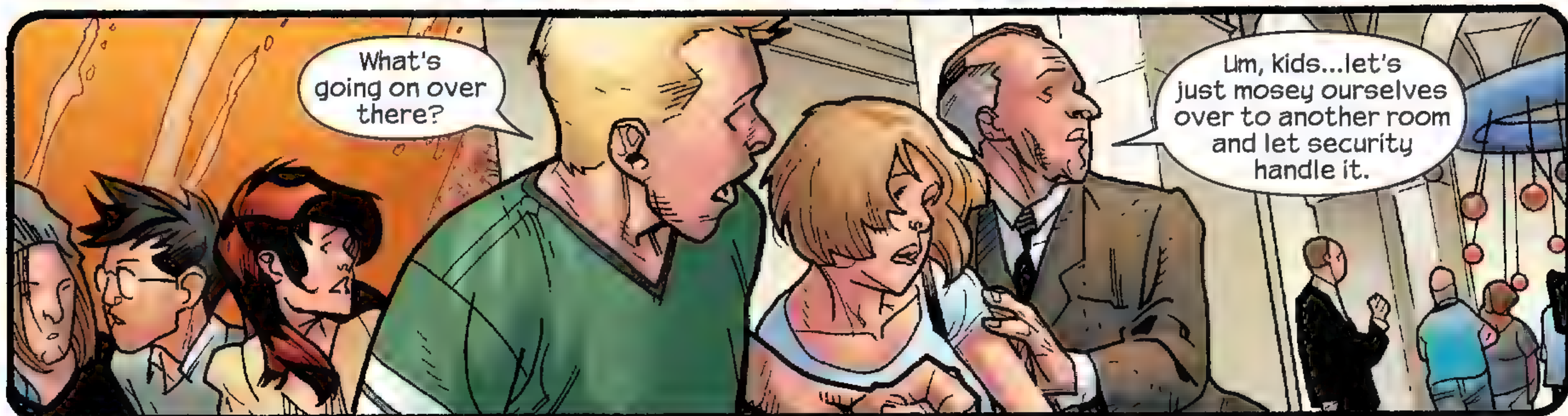




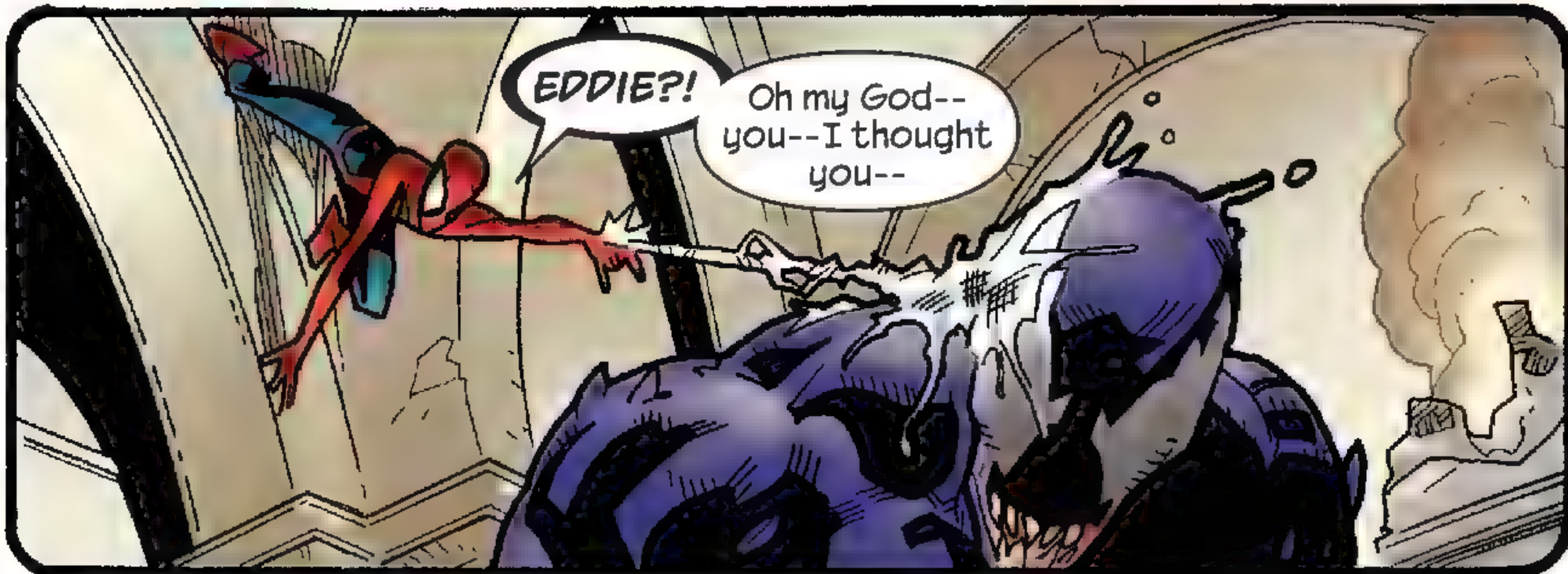








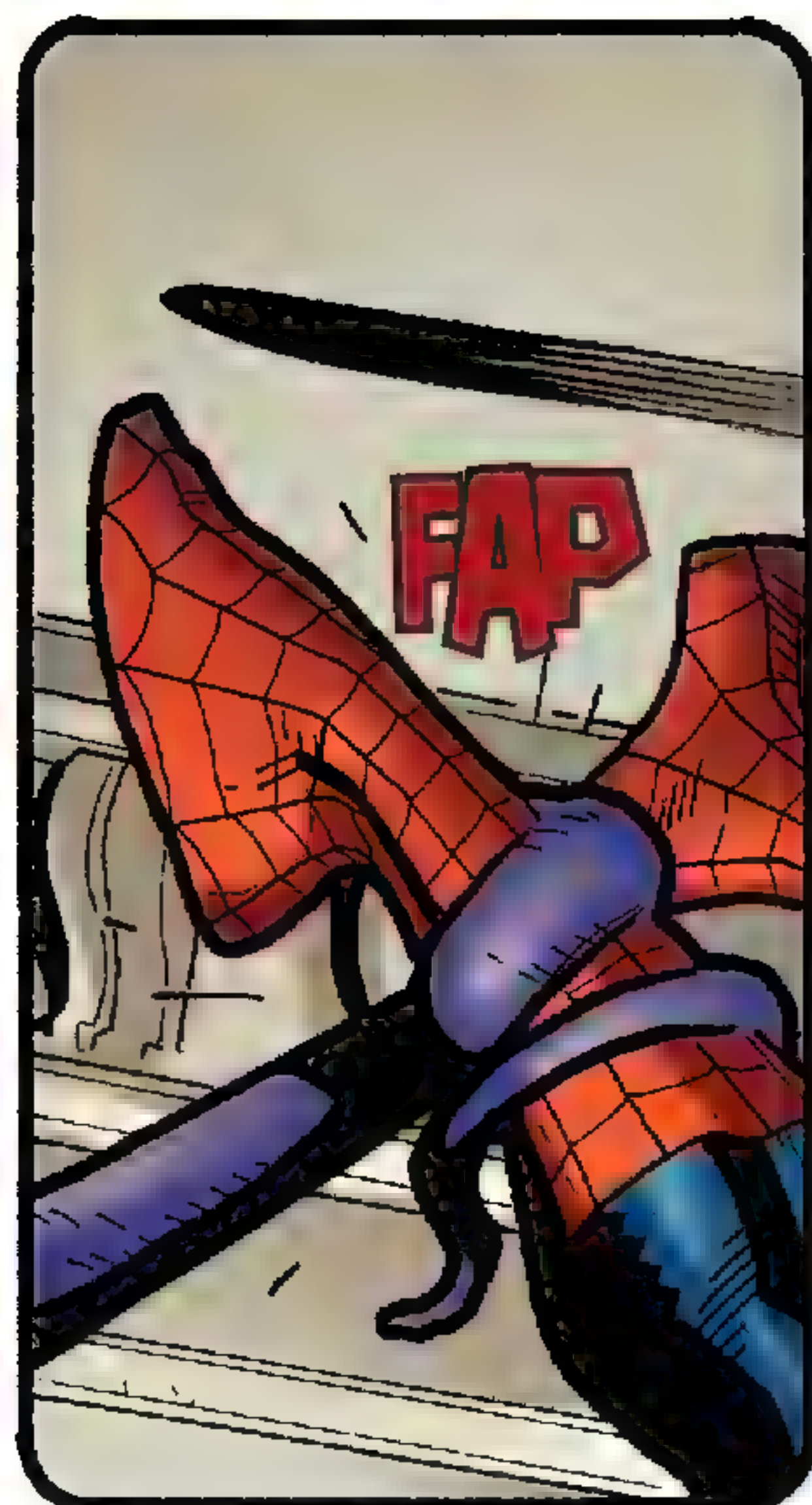
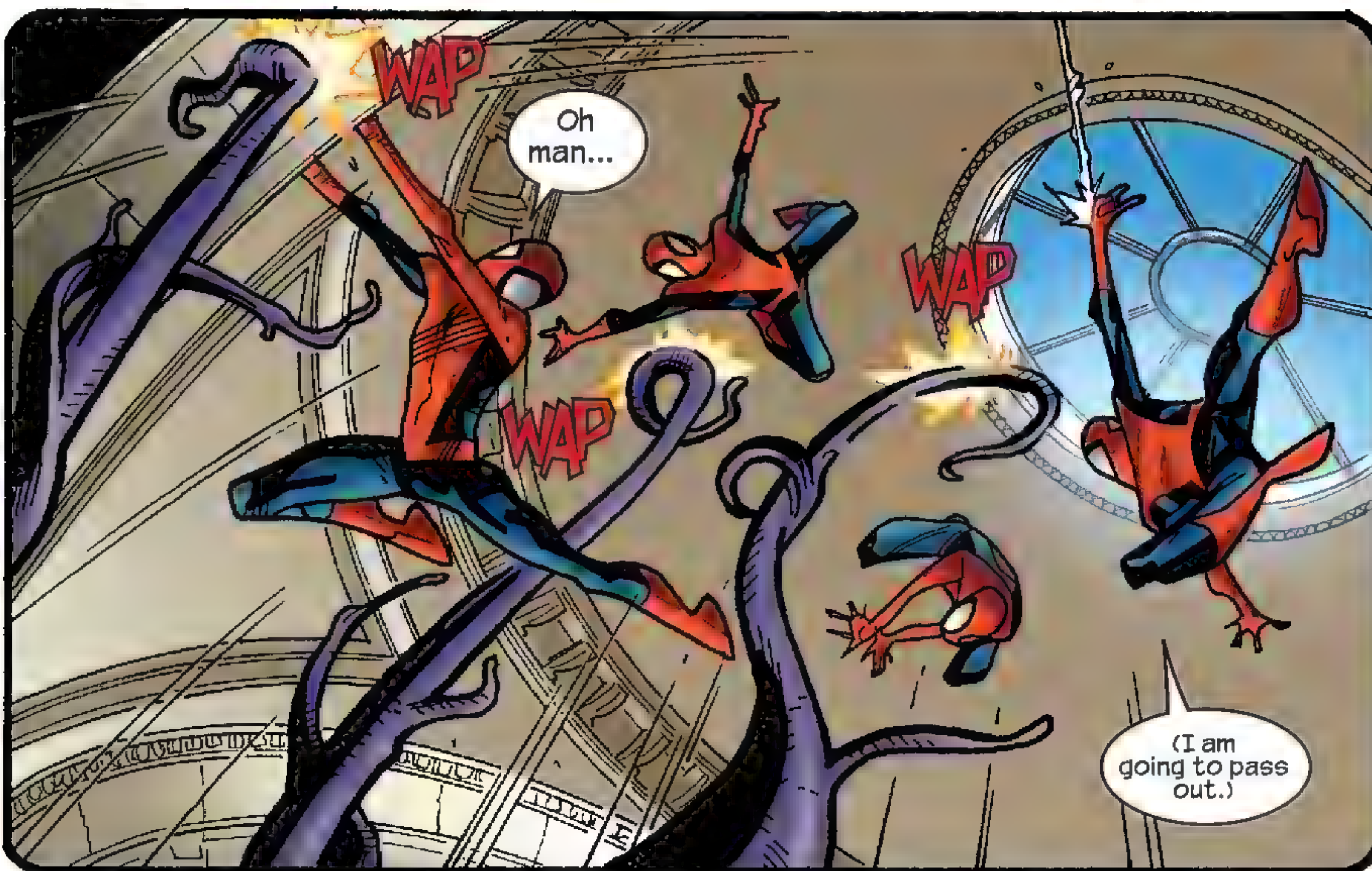
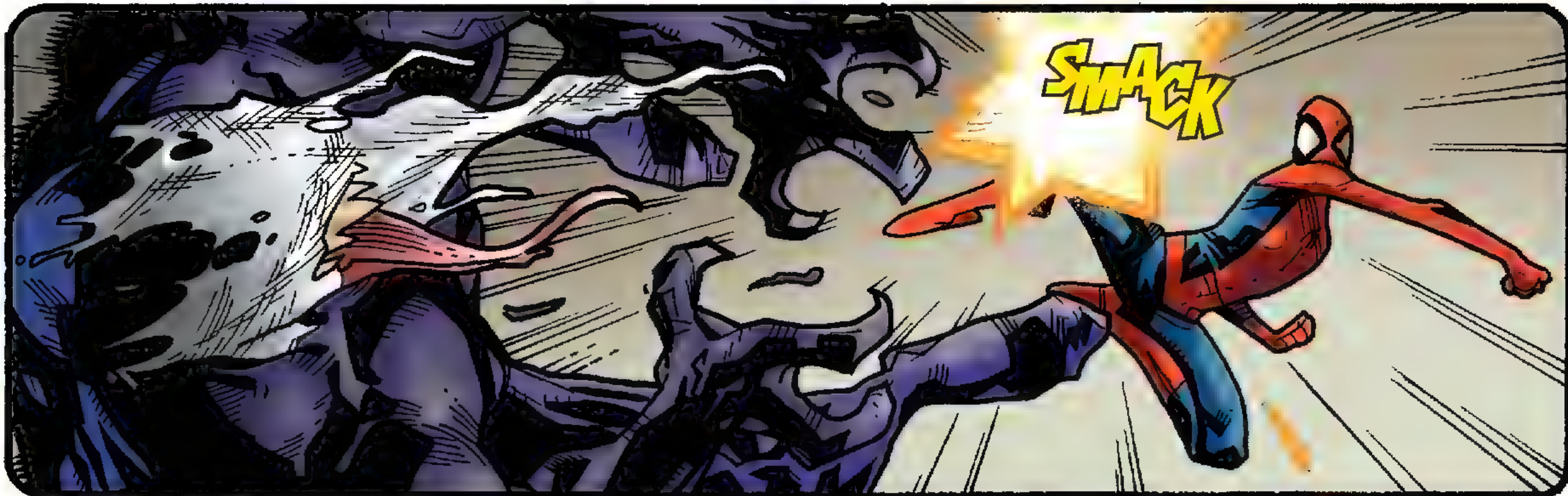




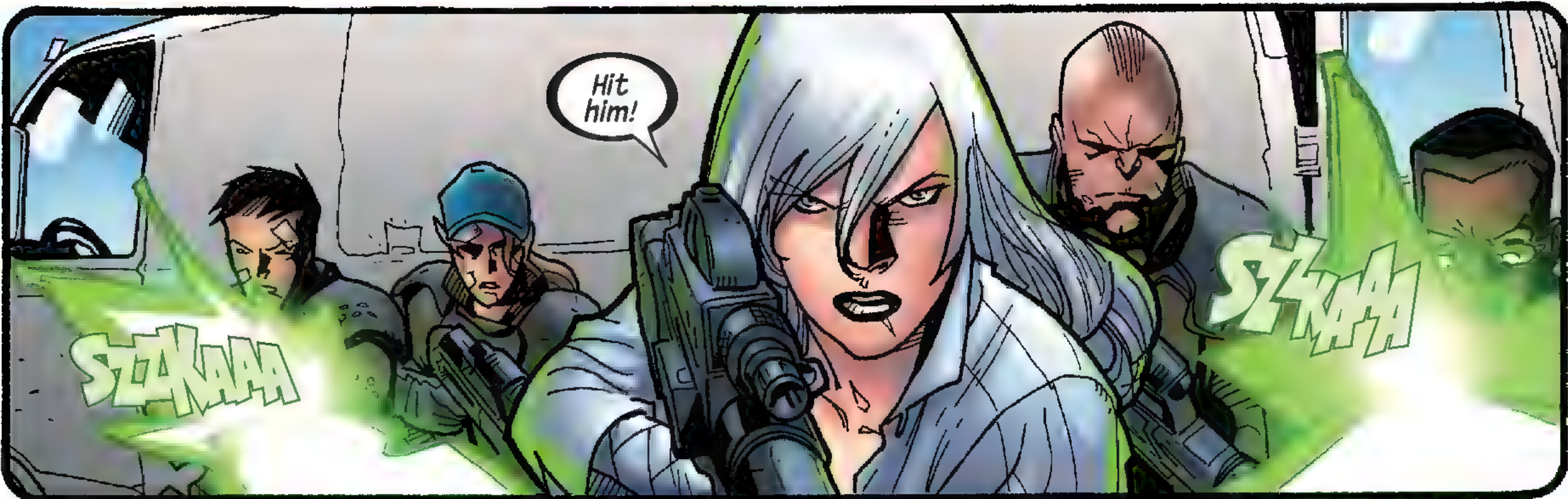
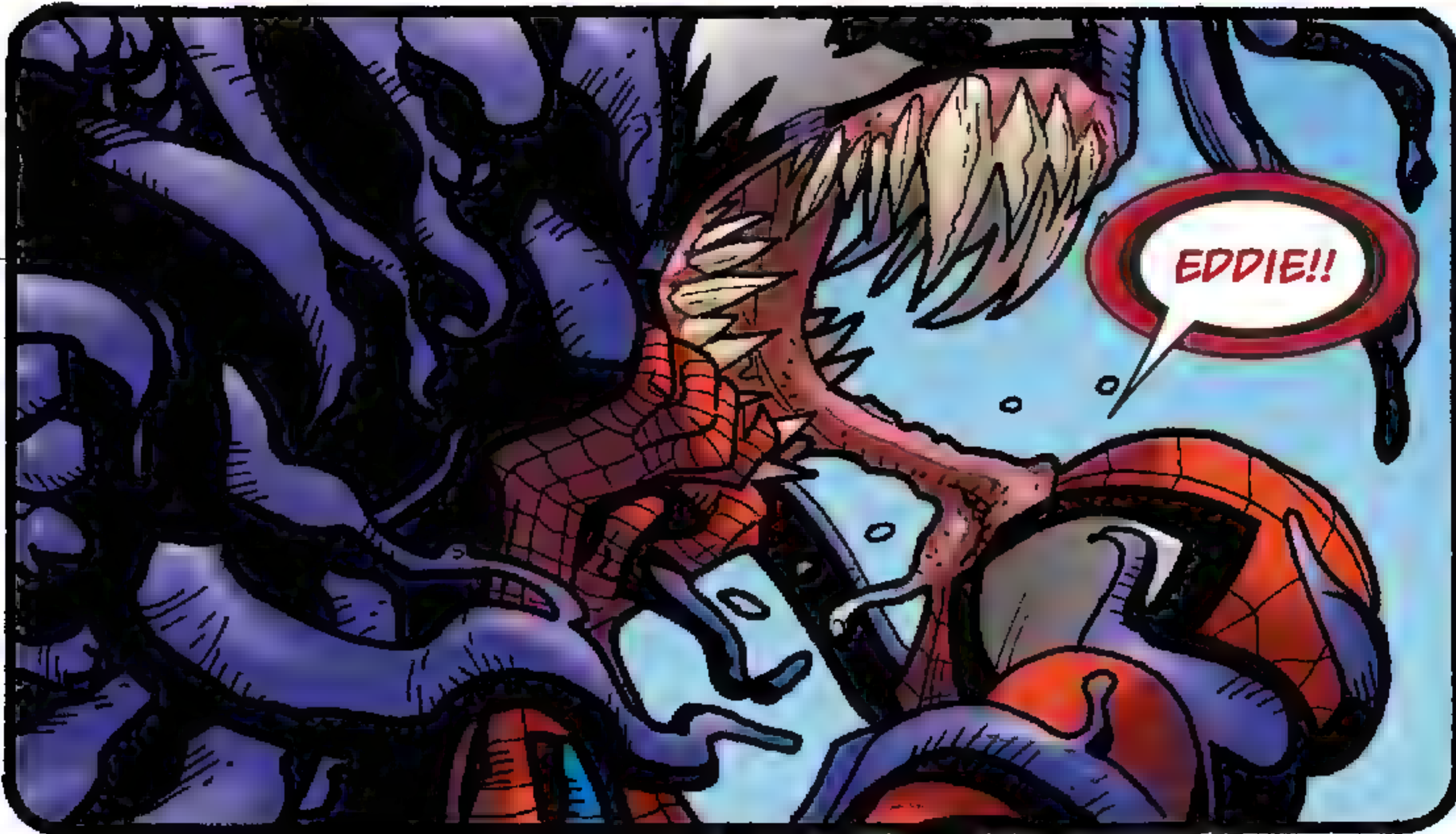
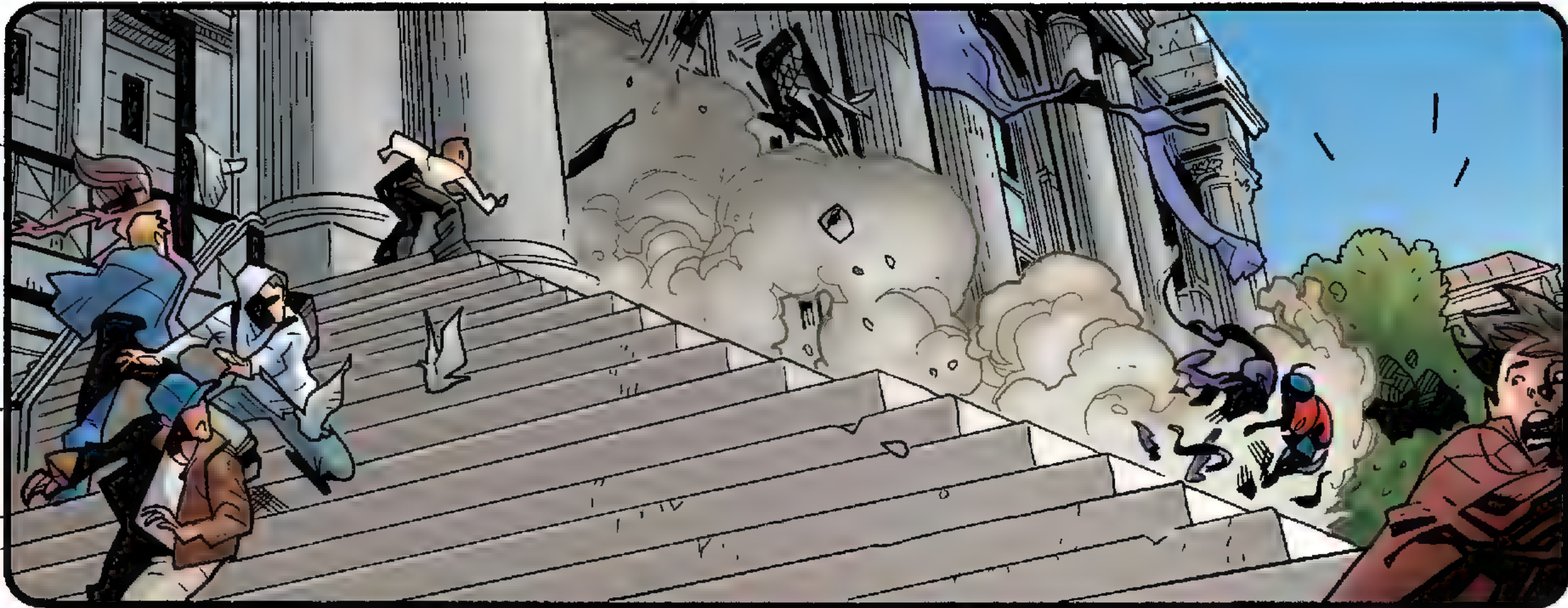




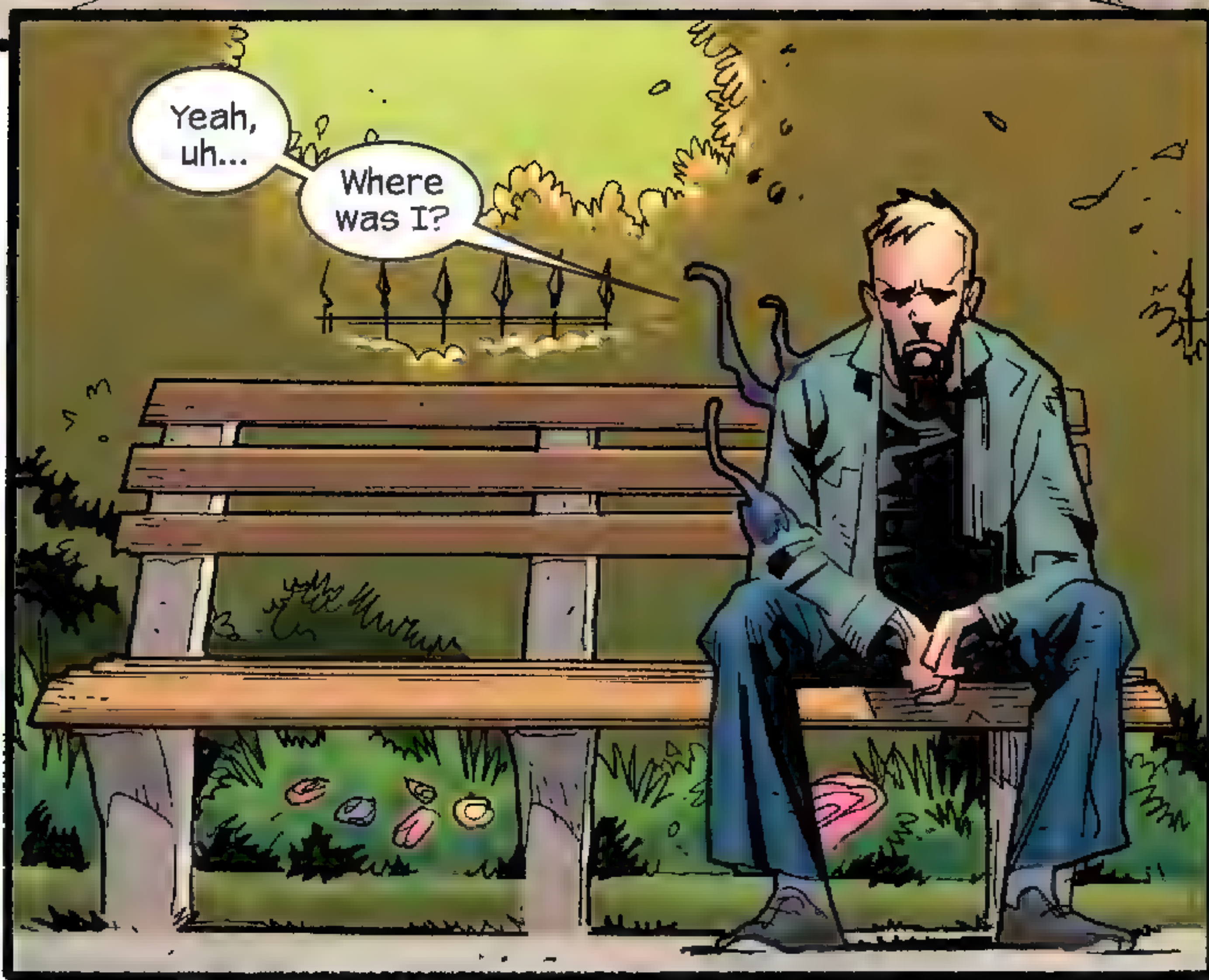
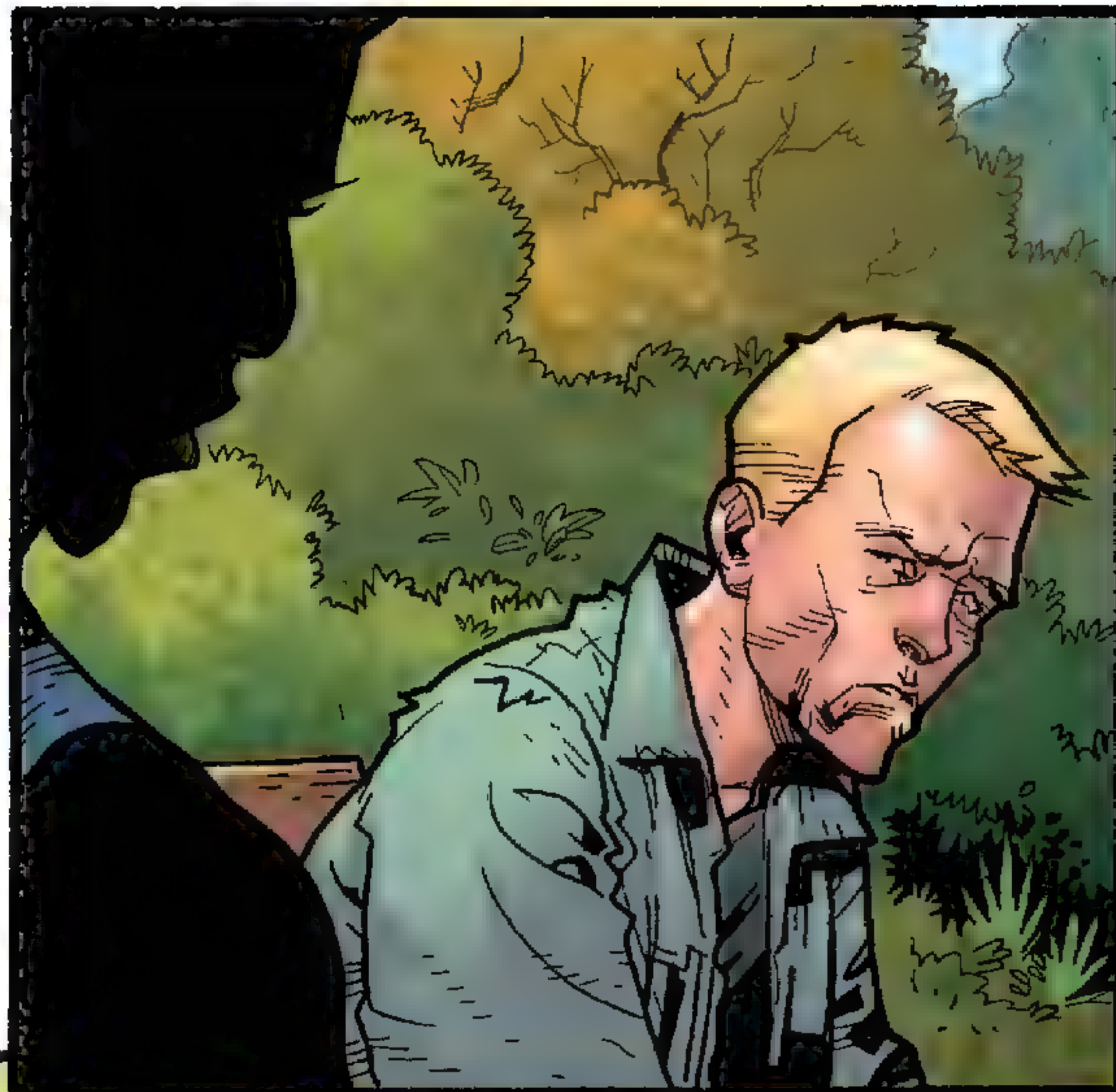








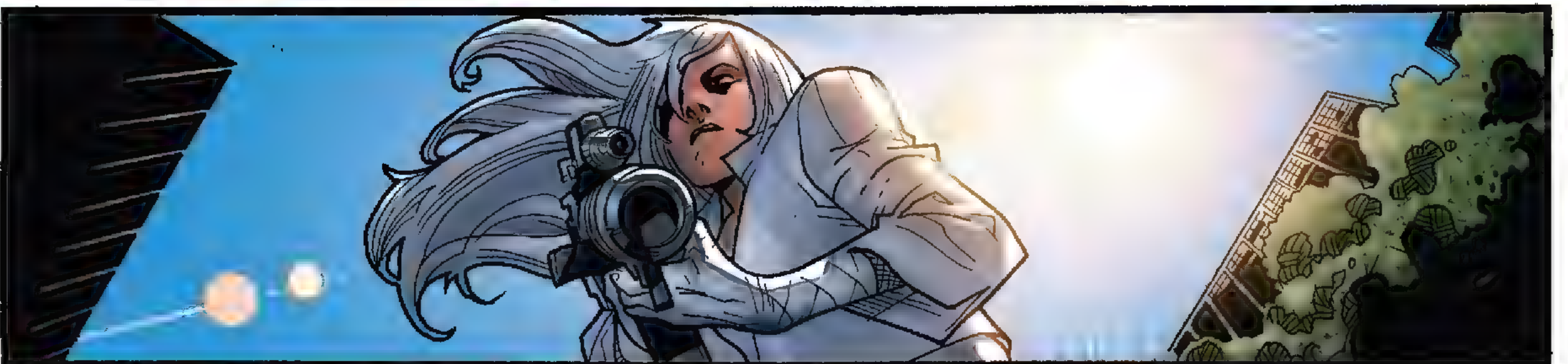
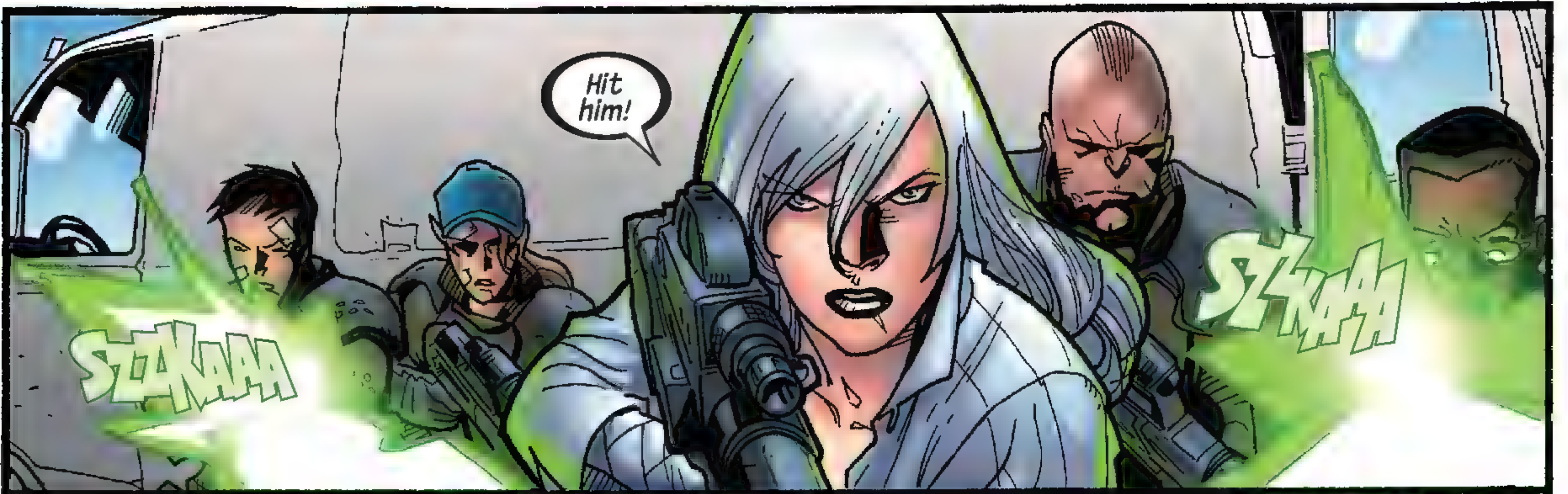
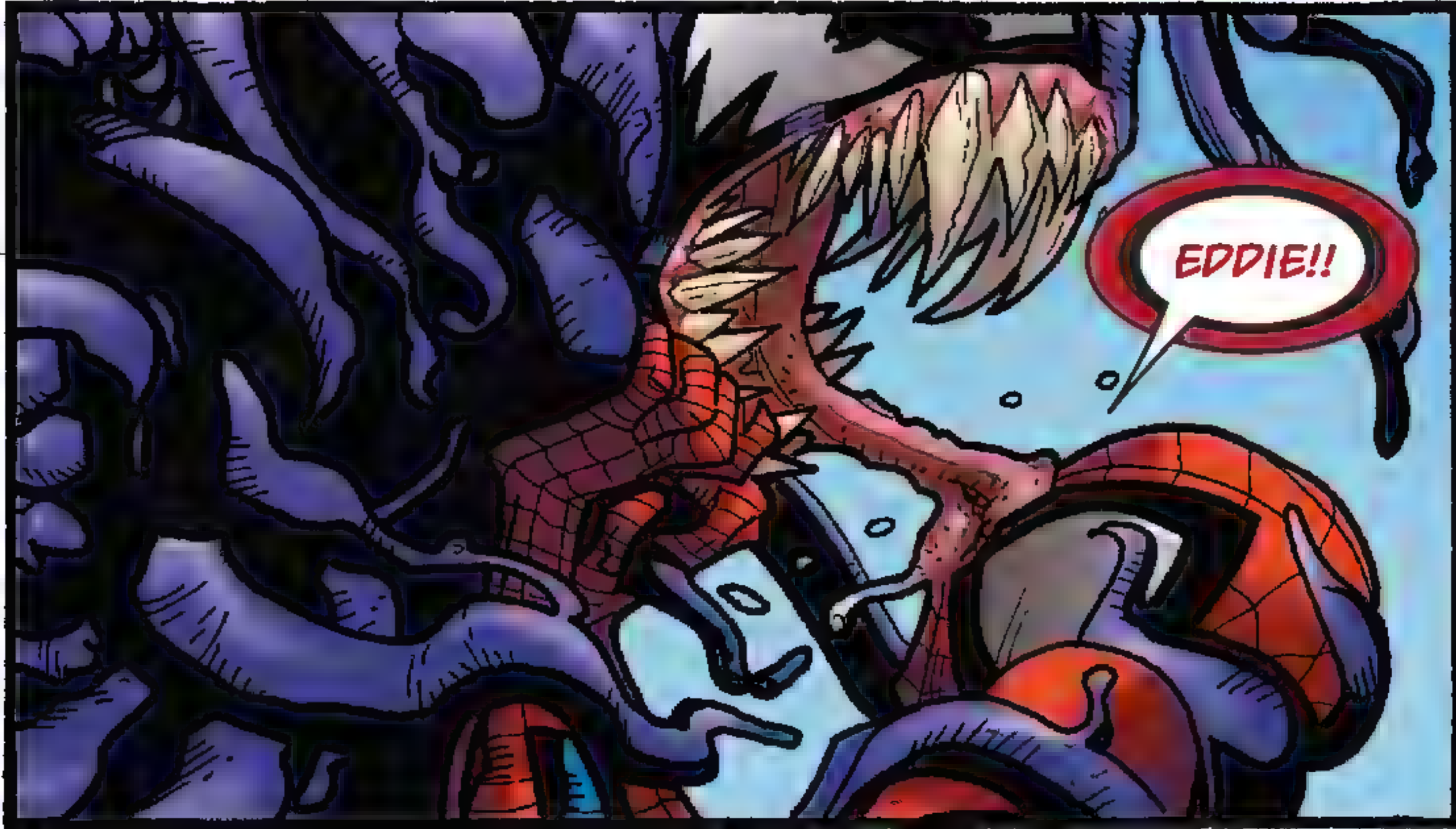
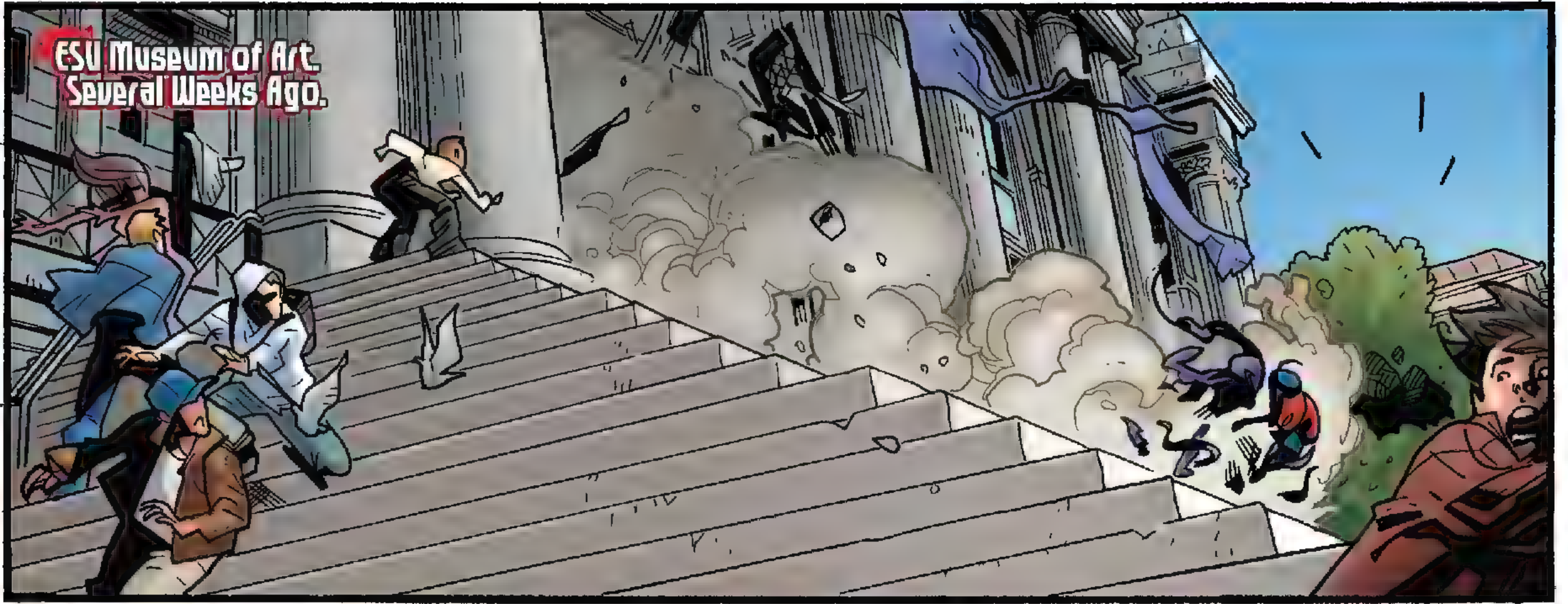






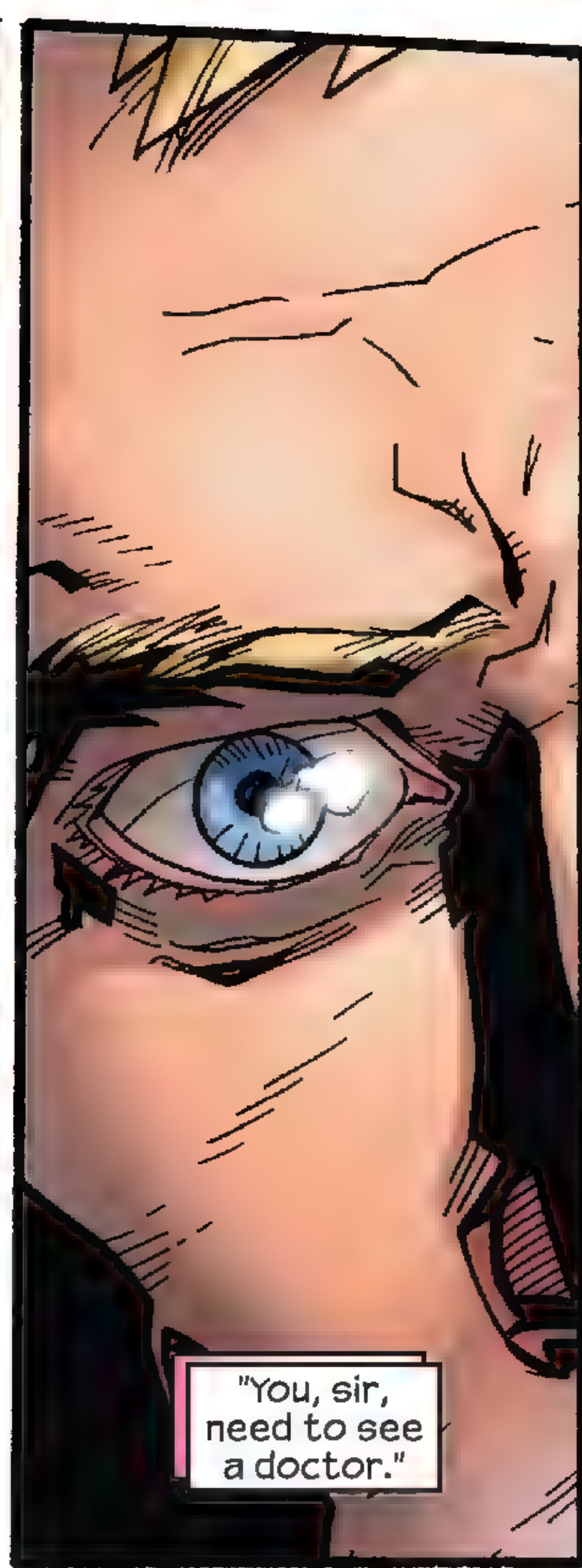
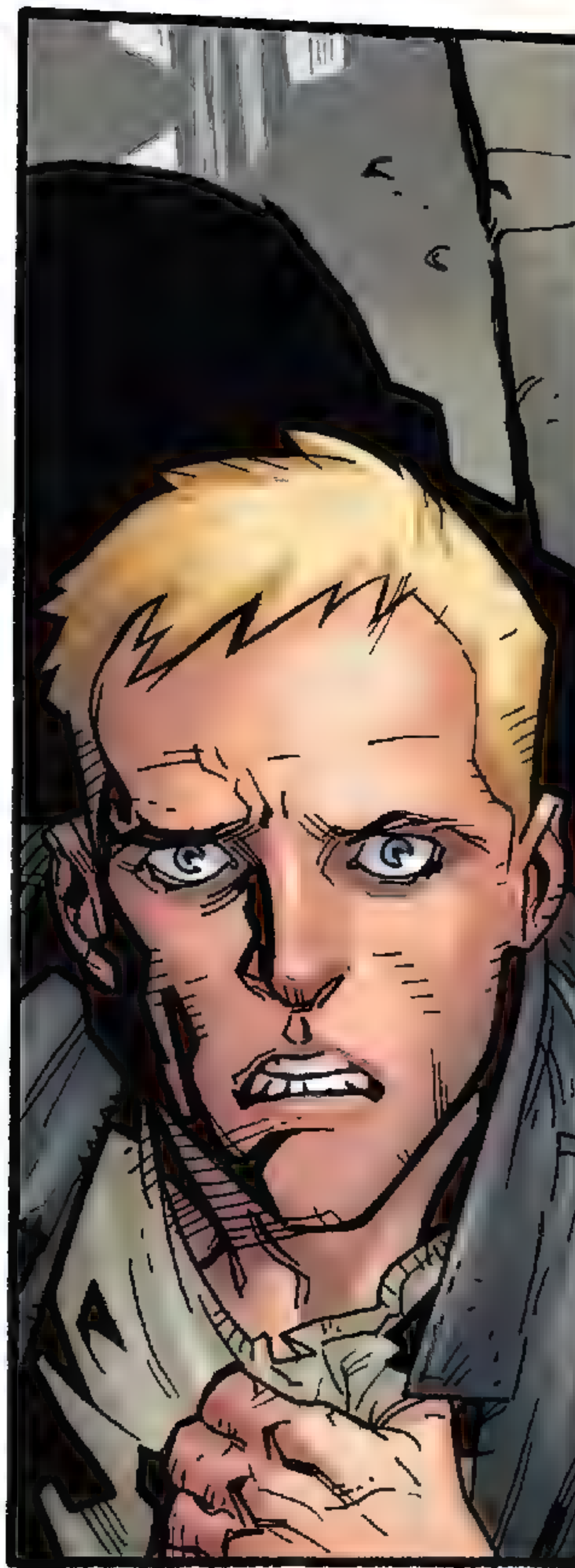
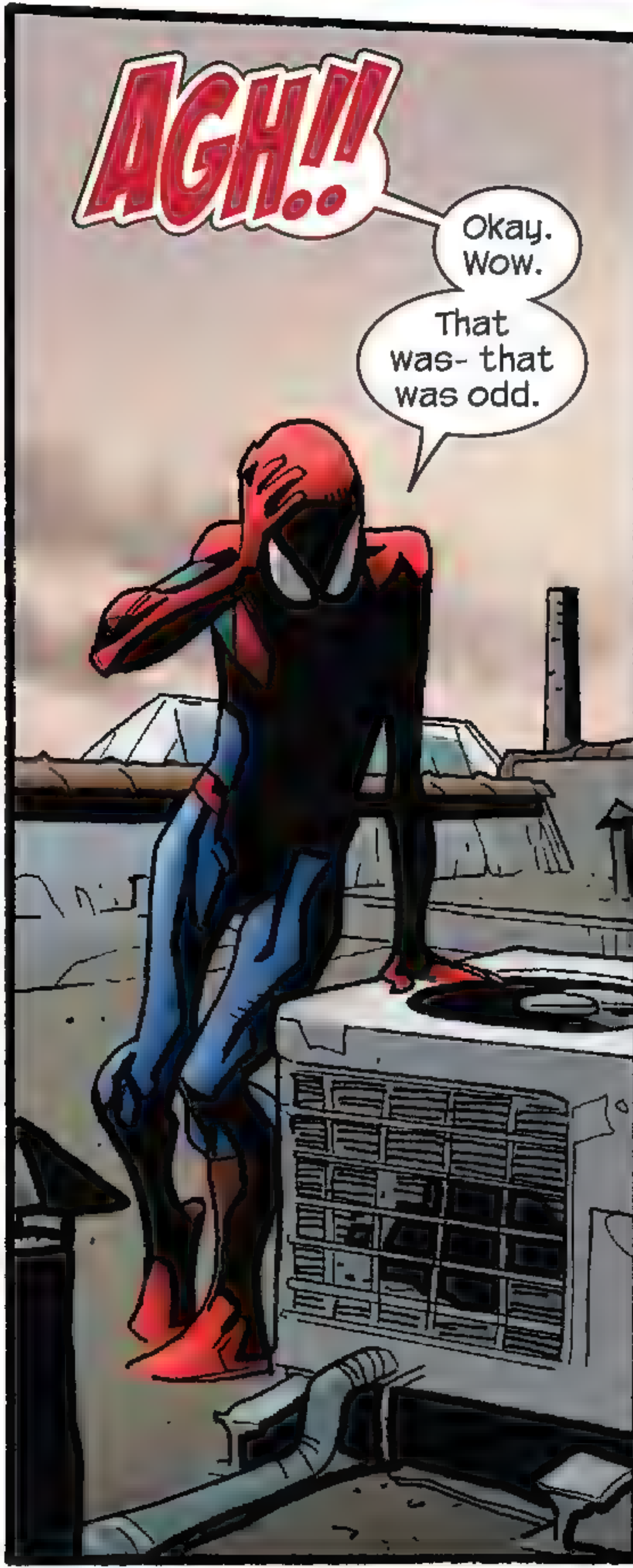
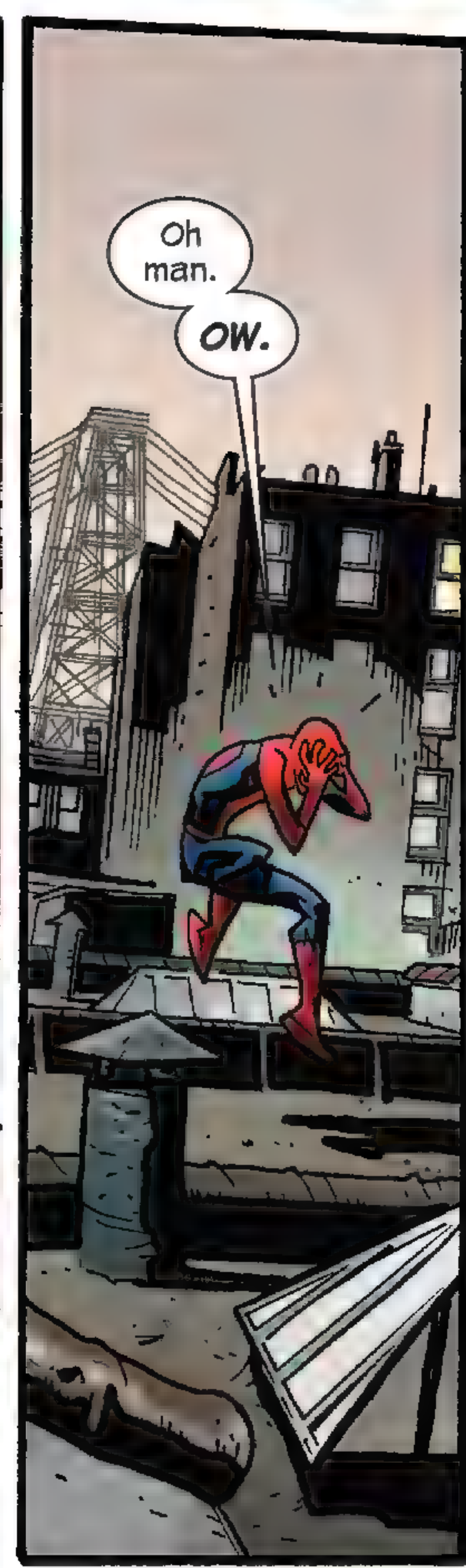
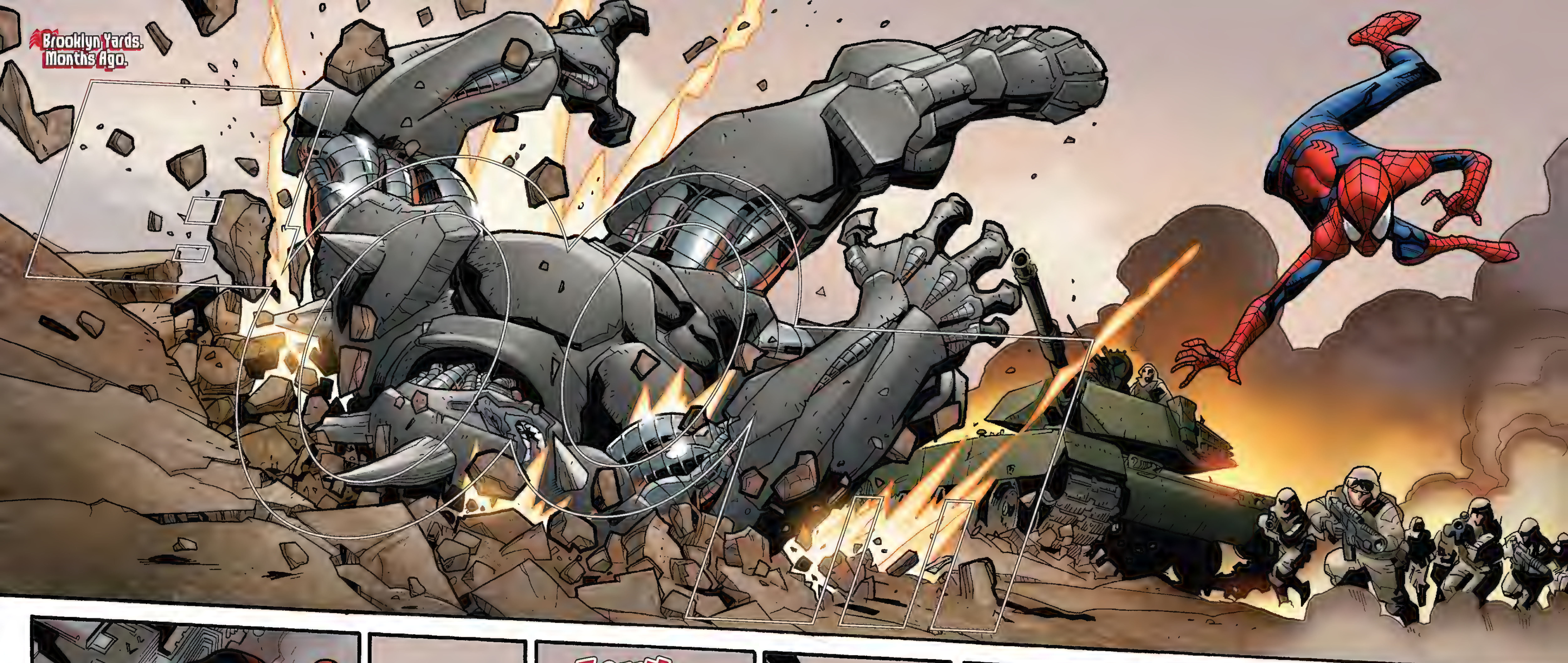




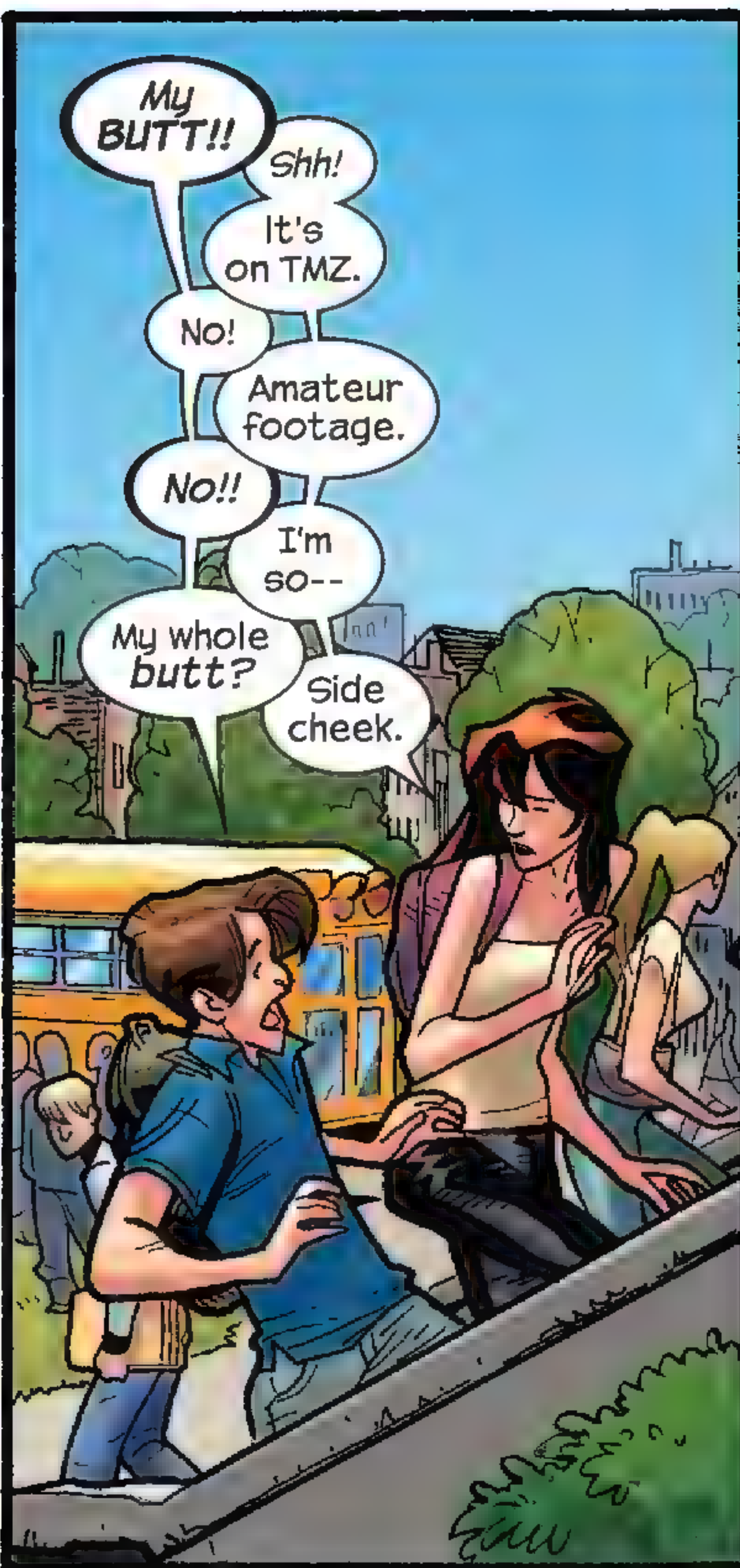
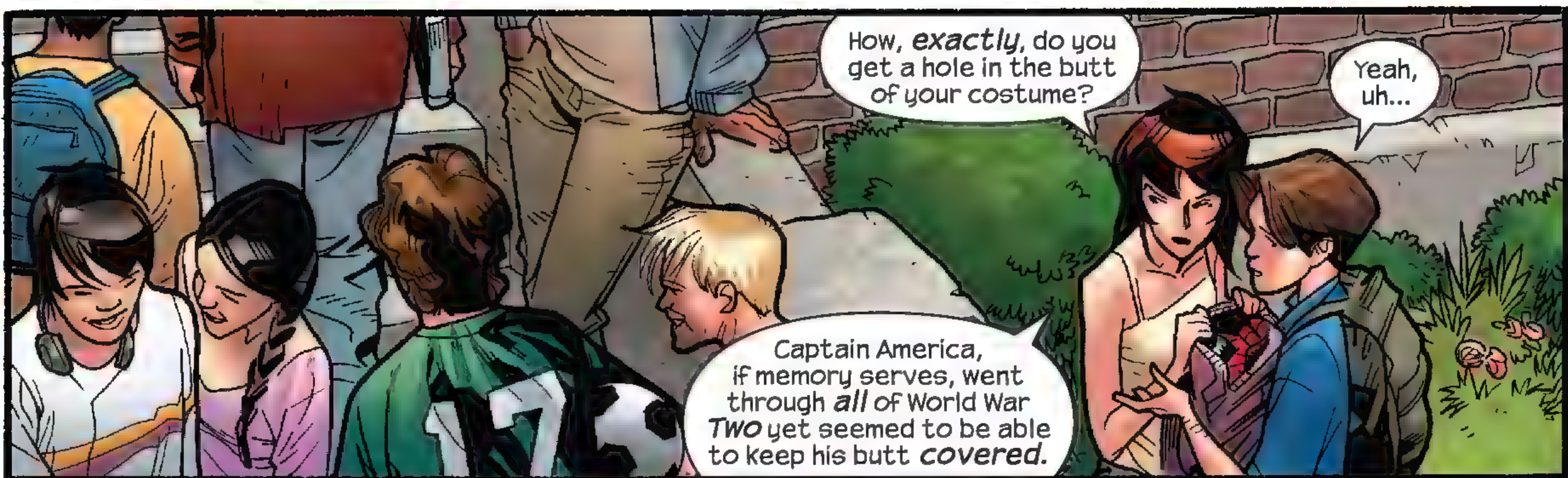




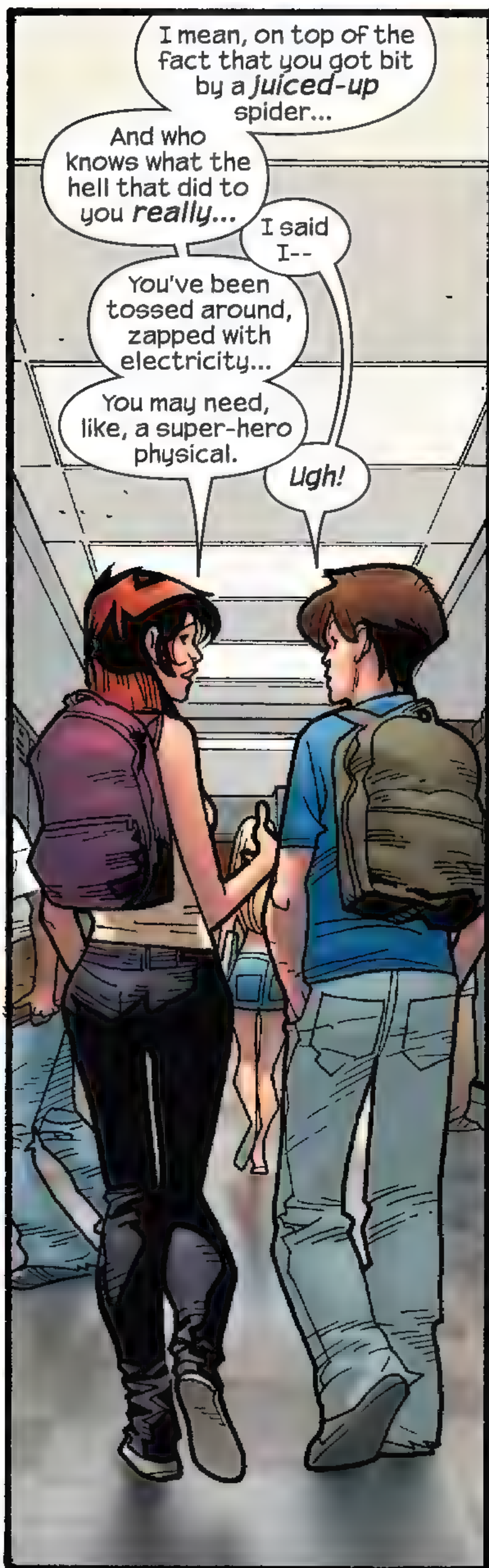
Brooklyn Yards.  
Months Ago.













Later That Night.

DAILY BUGLE

I'm fine!!

If I wasn't fine could I *do* this??

Why can't I just have a headache??

Why does *everything* with me have to be a *thing*??

Why can't I just have--

FFISSHHOOOOO

Okay...

FFISSHHOOOO

Uh... hello?



Hey, where'd  
you get the  
cool suit?

I have to  
warn you about  
the full face-  
covering mask,  
though.

It doesn't  
fill people with a  
sense of trust.

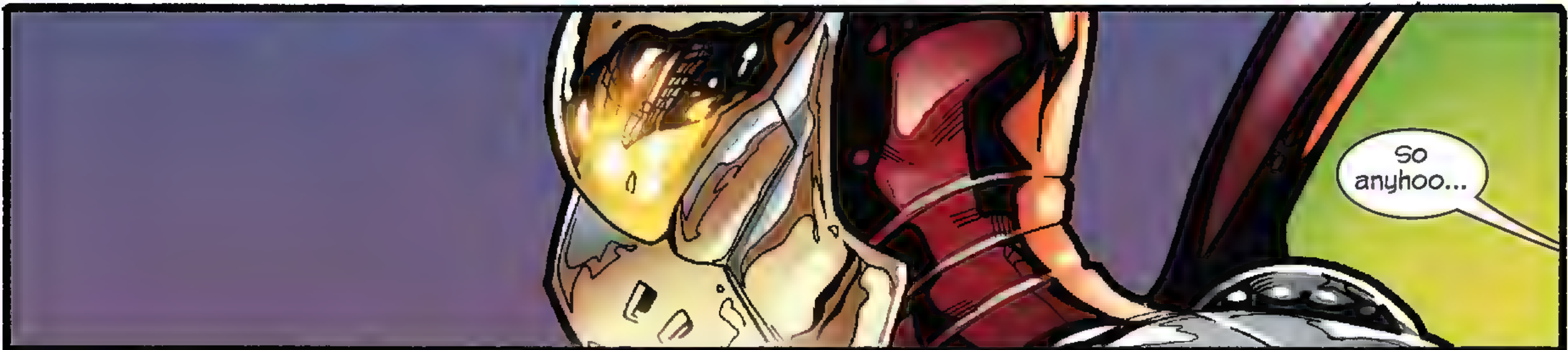
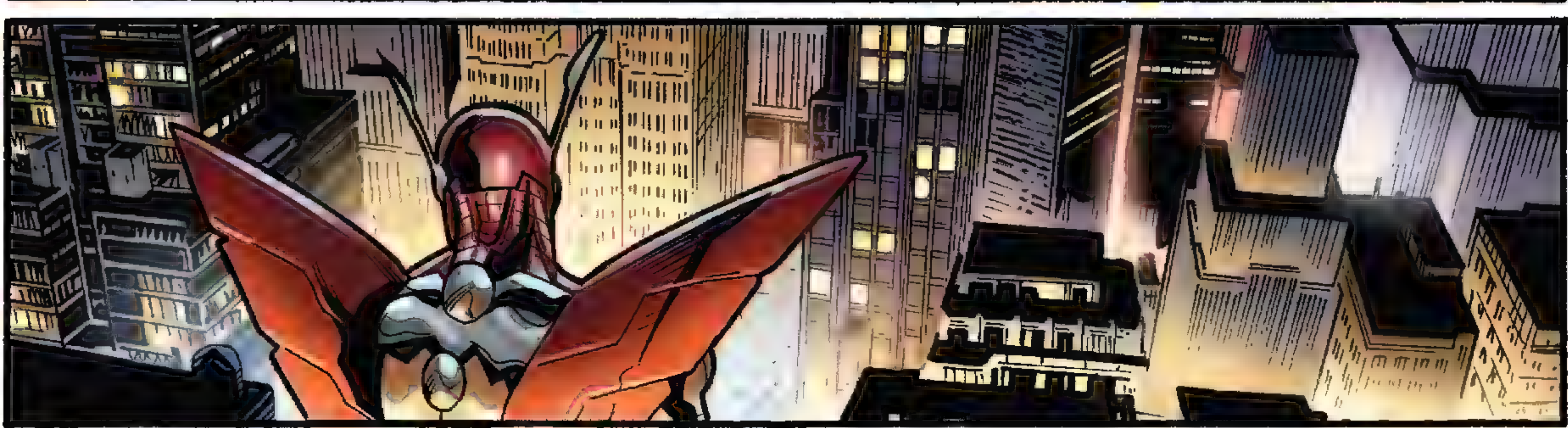
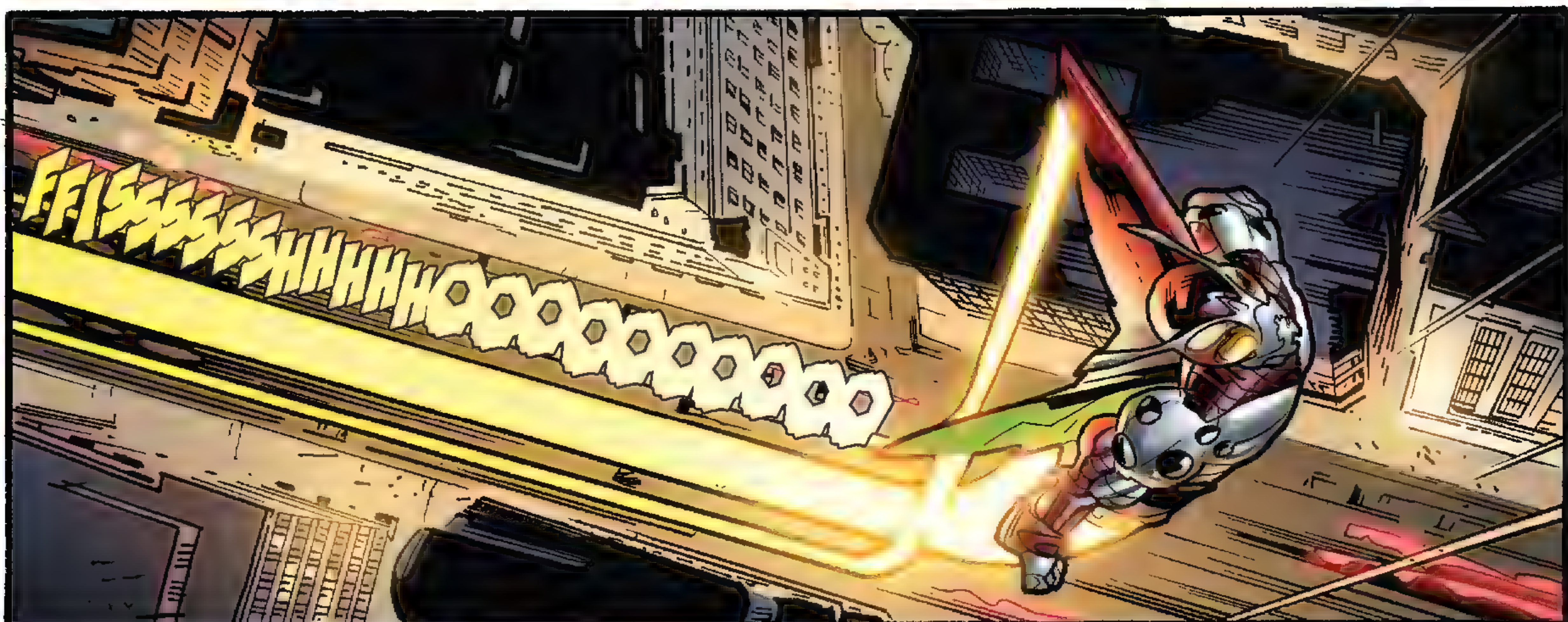
People  
instantly think  
you're up to some  
kind of mischievous  
nonsense.

Not *me*, of  
course.

I always  
say...



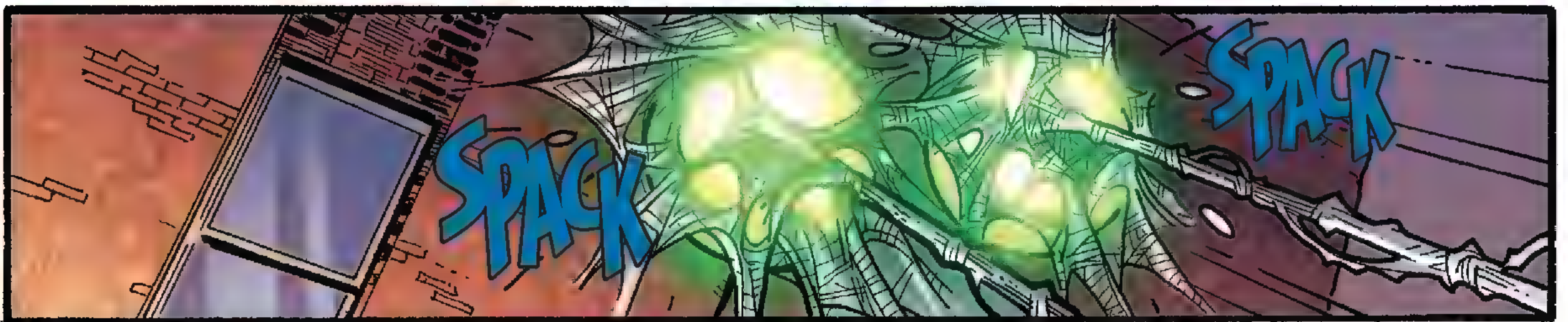
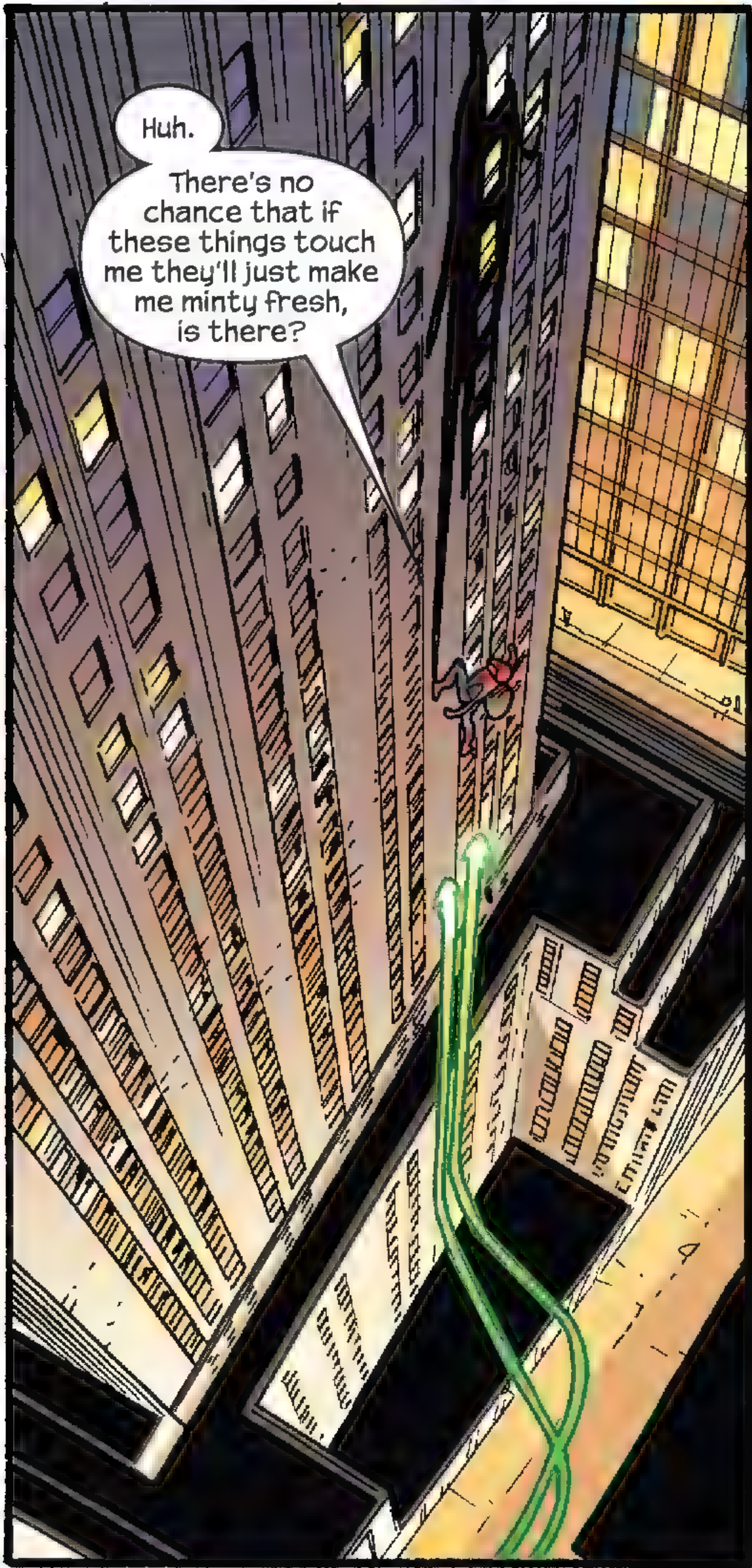




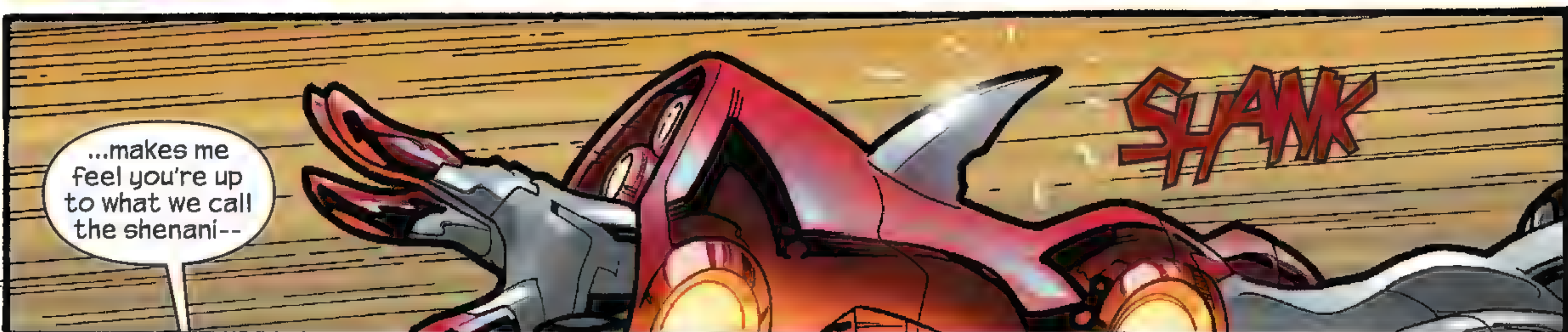
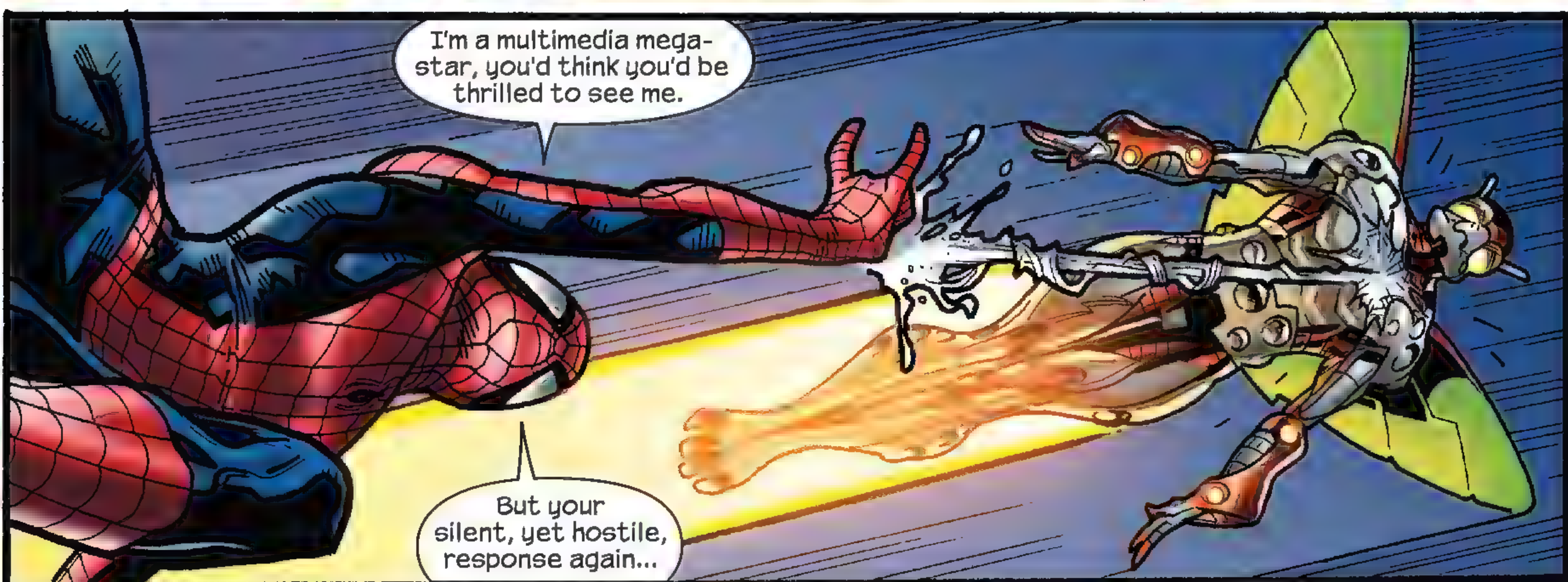
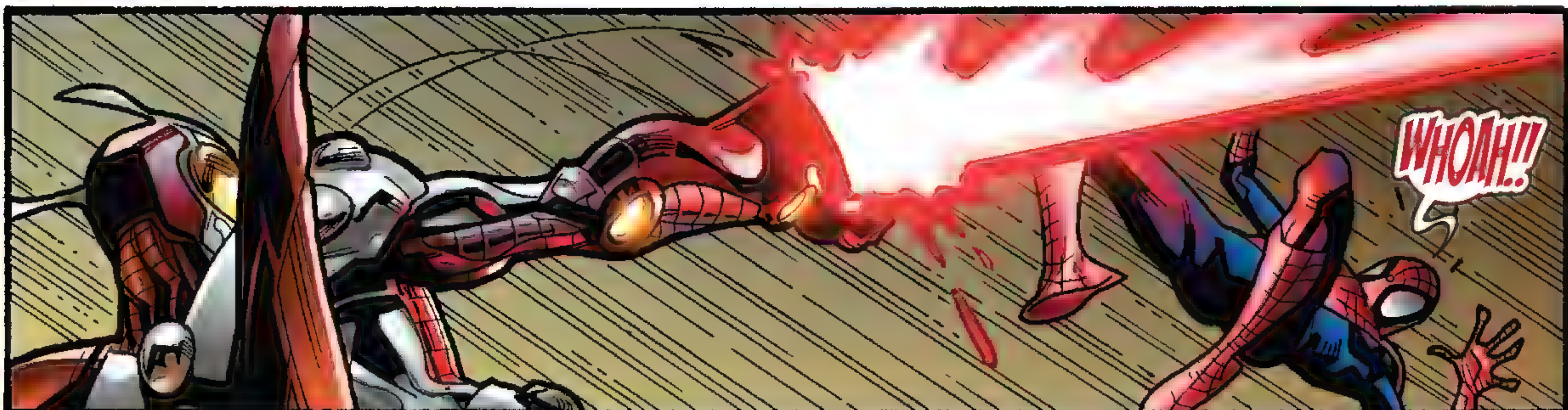
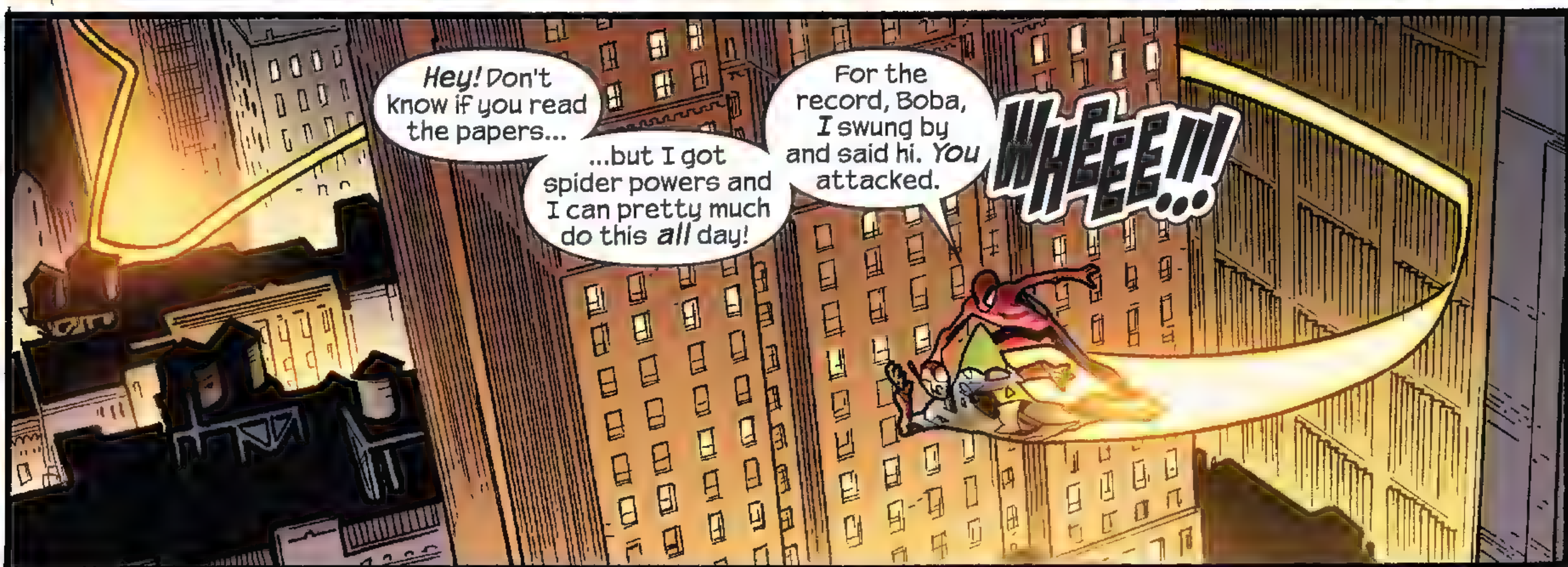
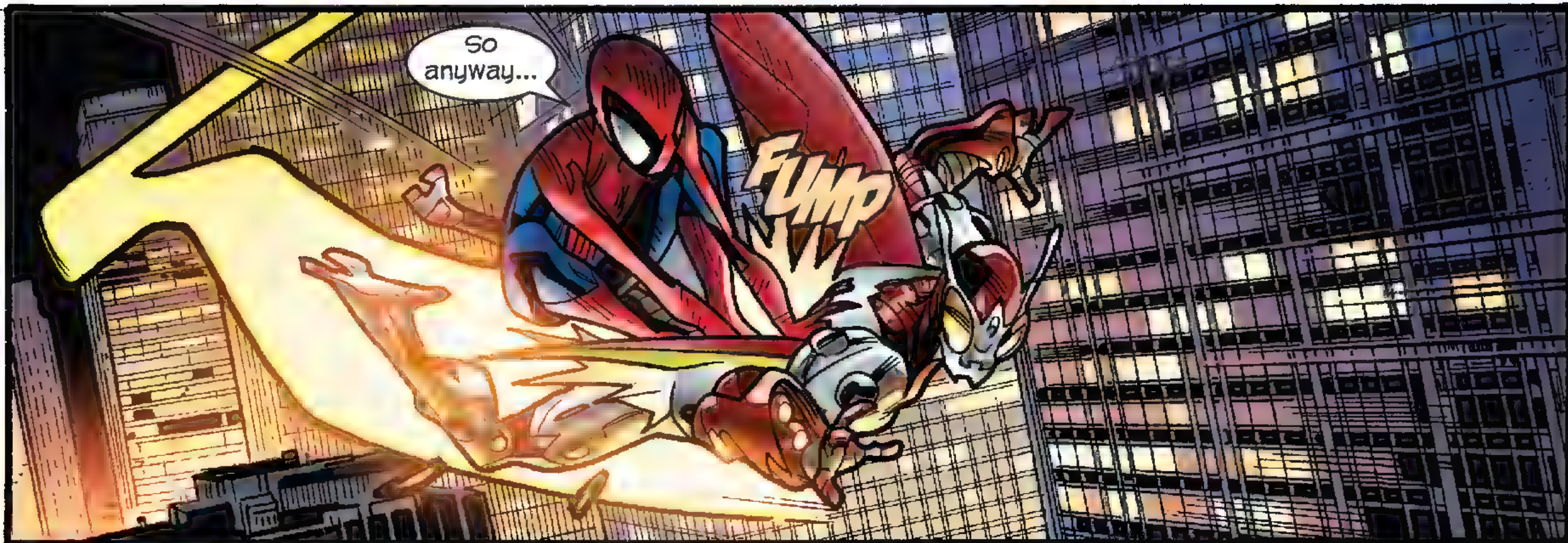




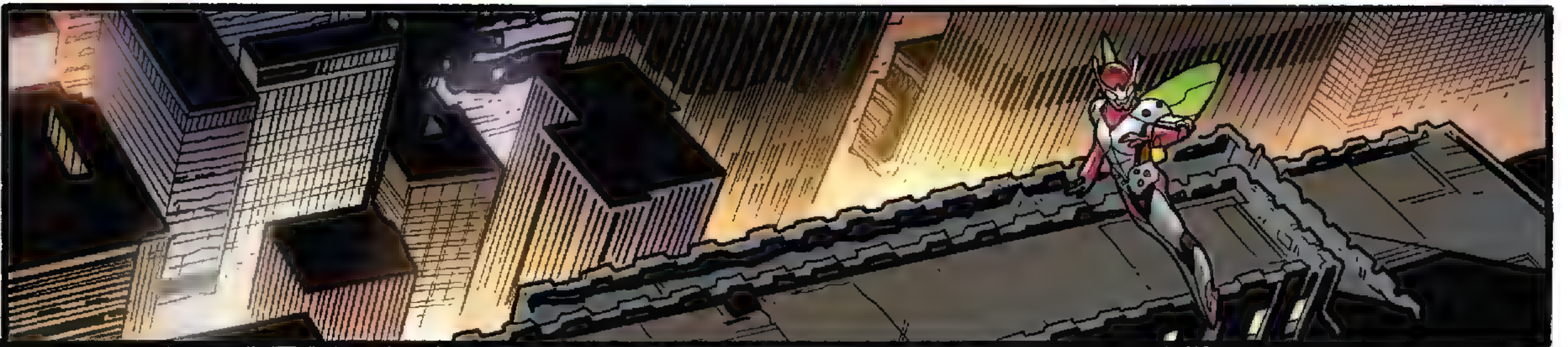
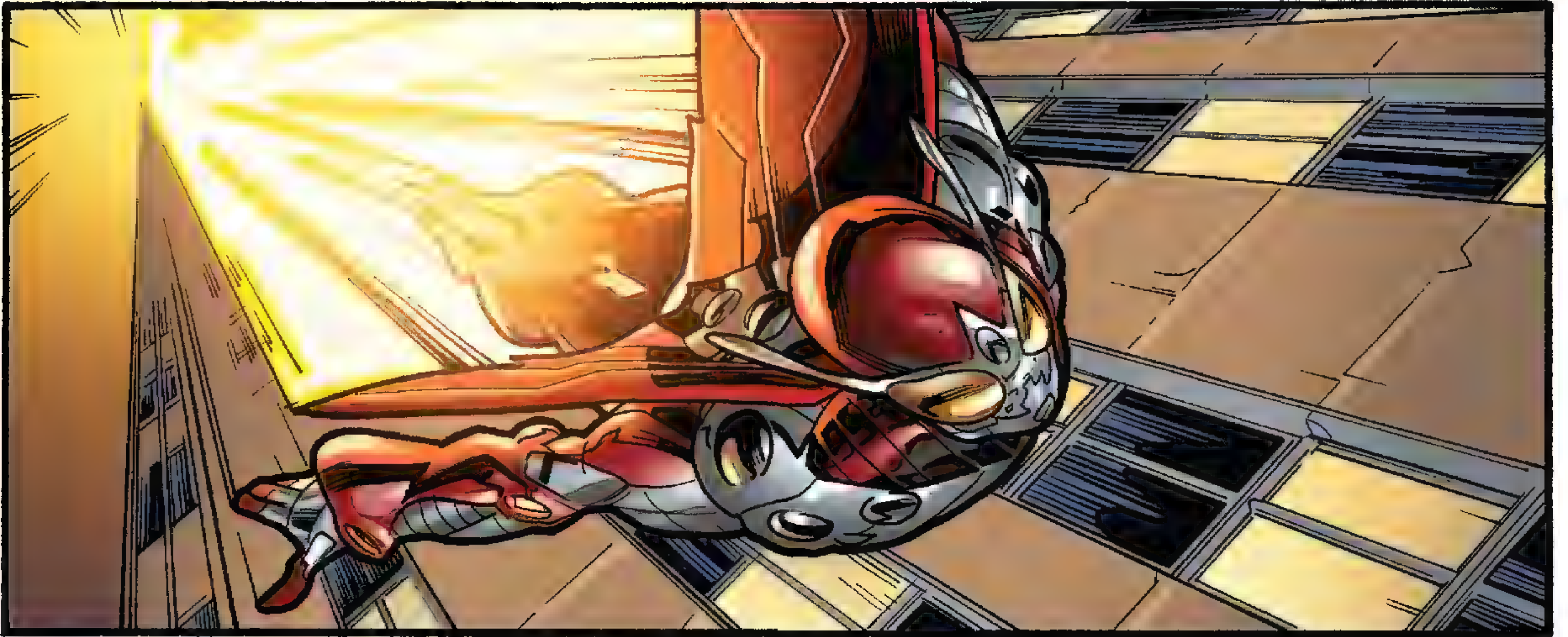
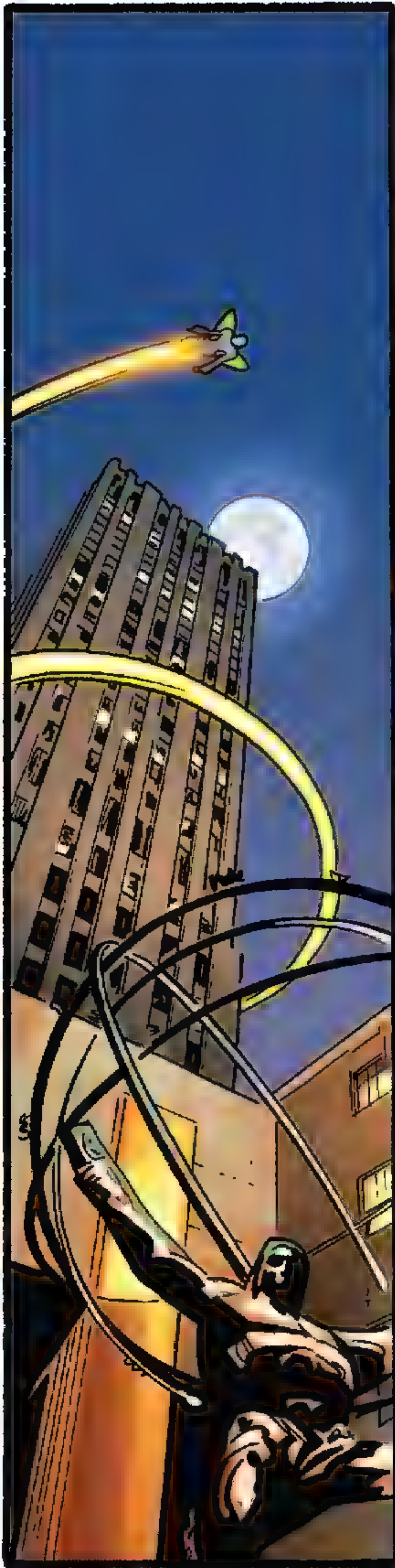




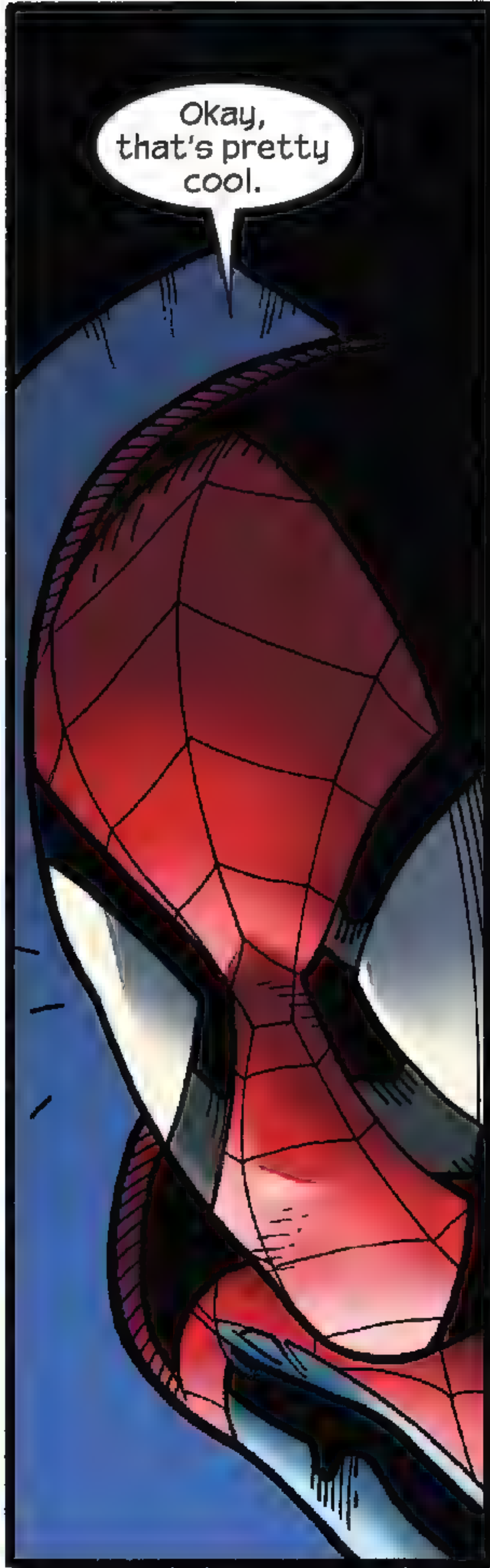
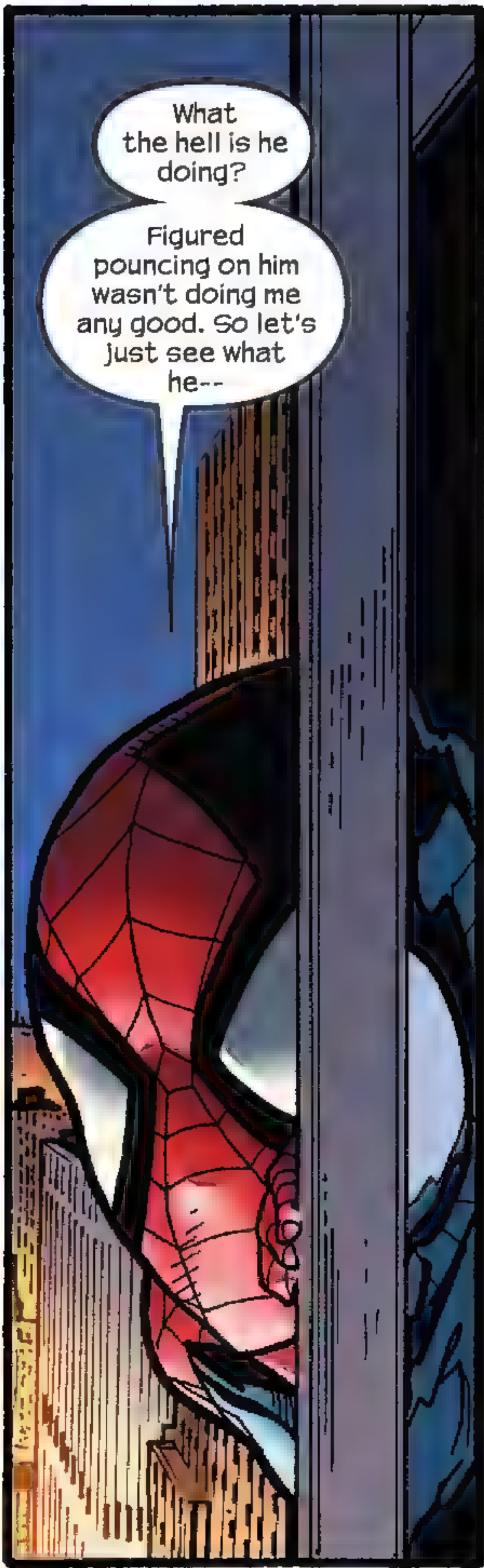
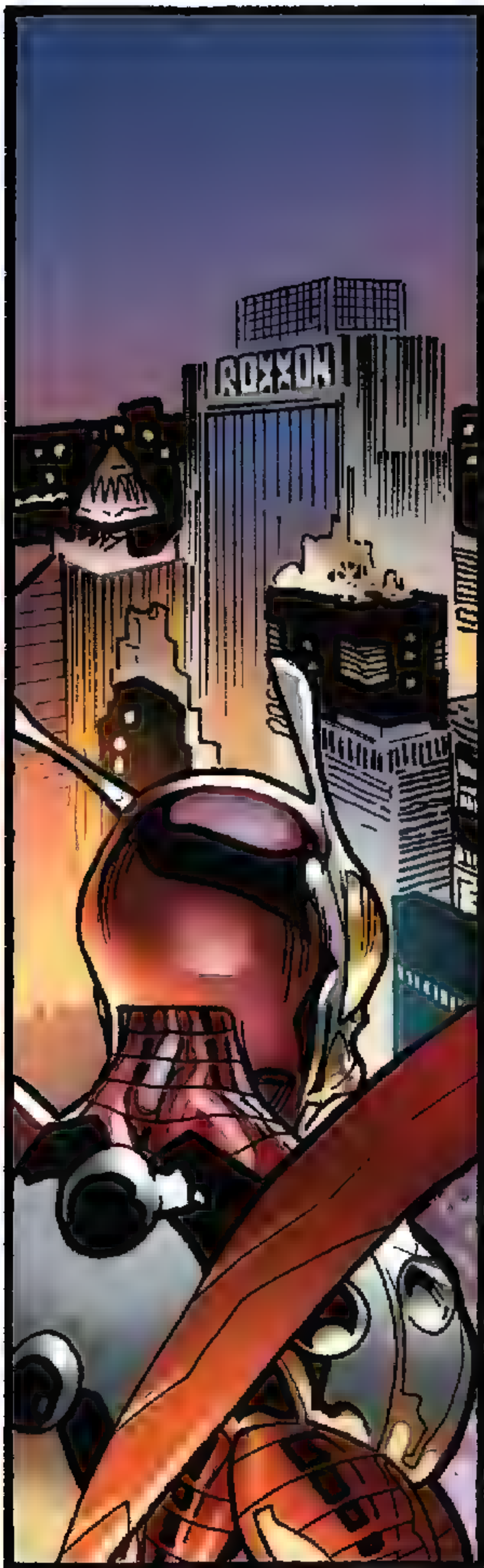




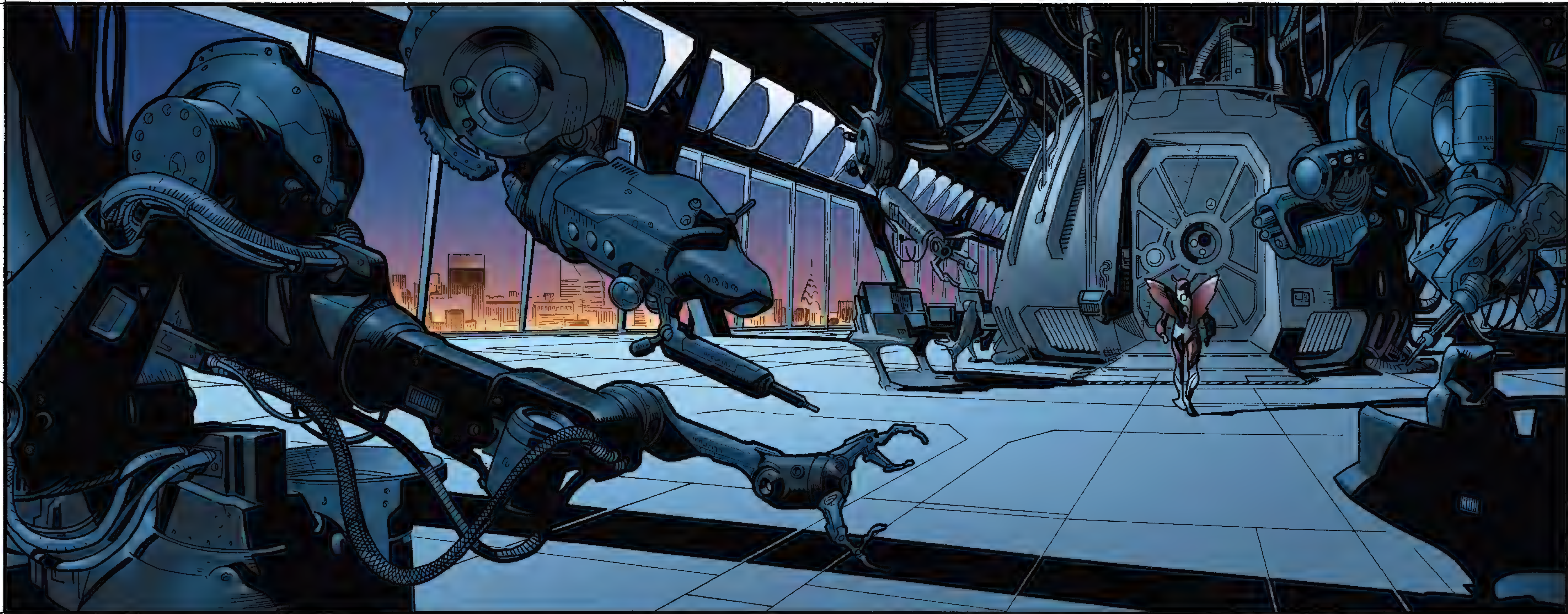




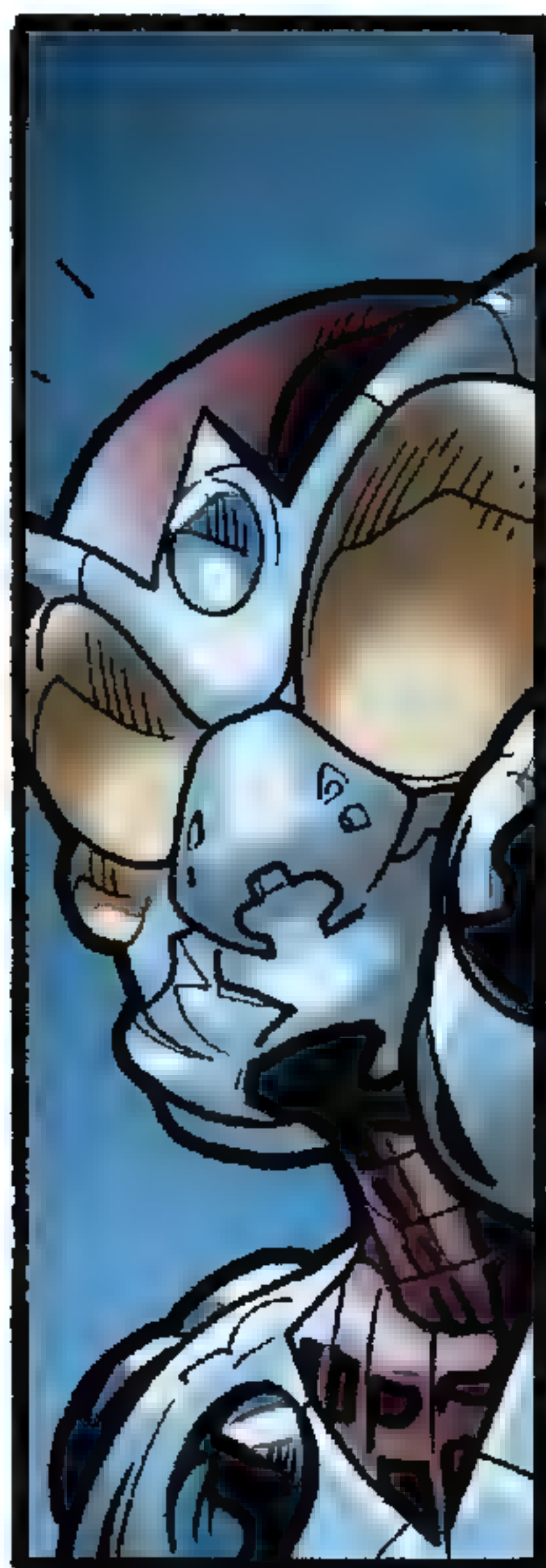
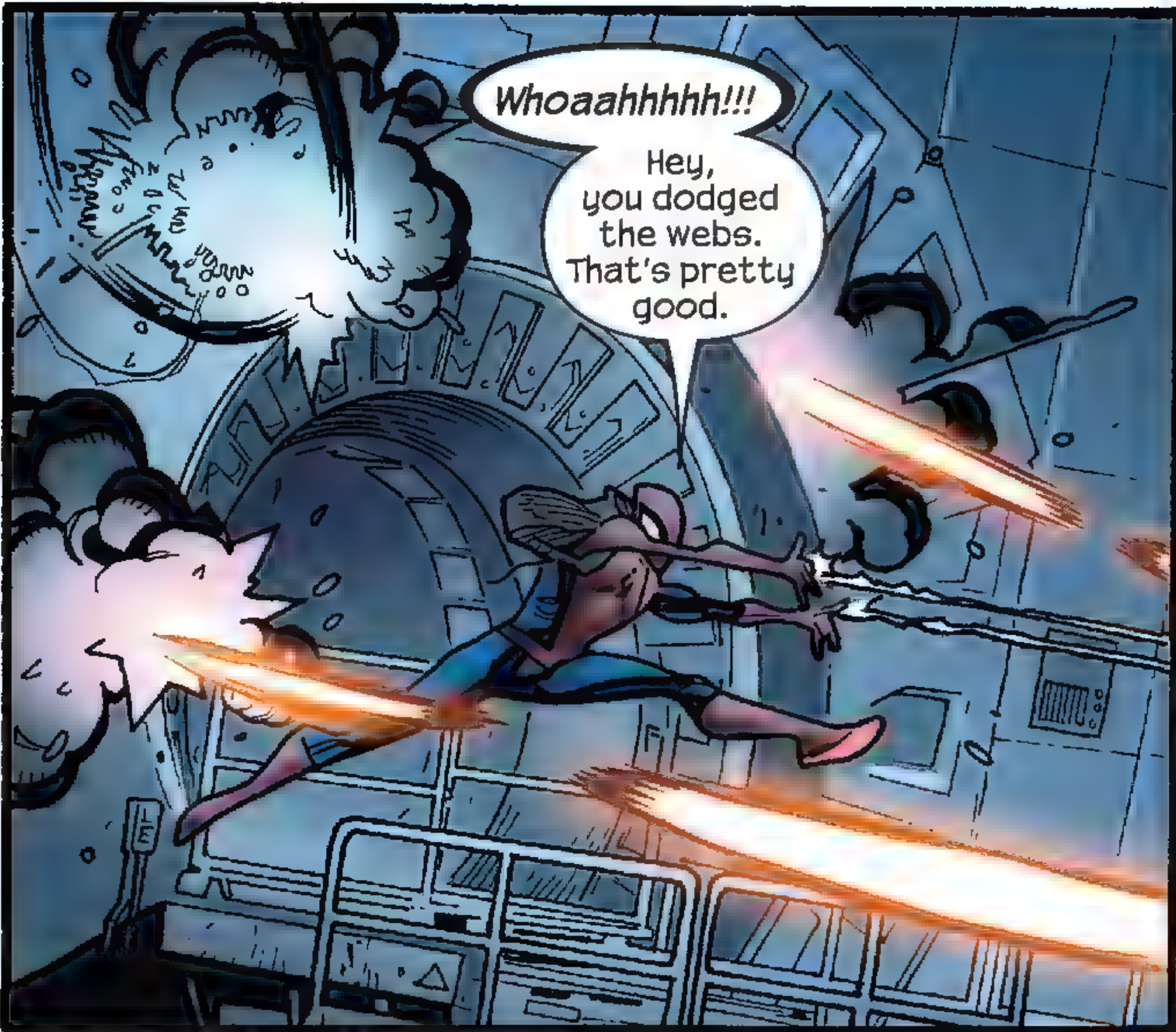
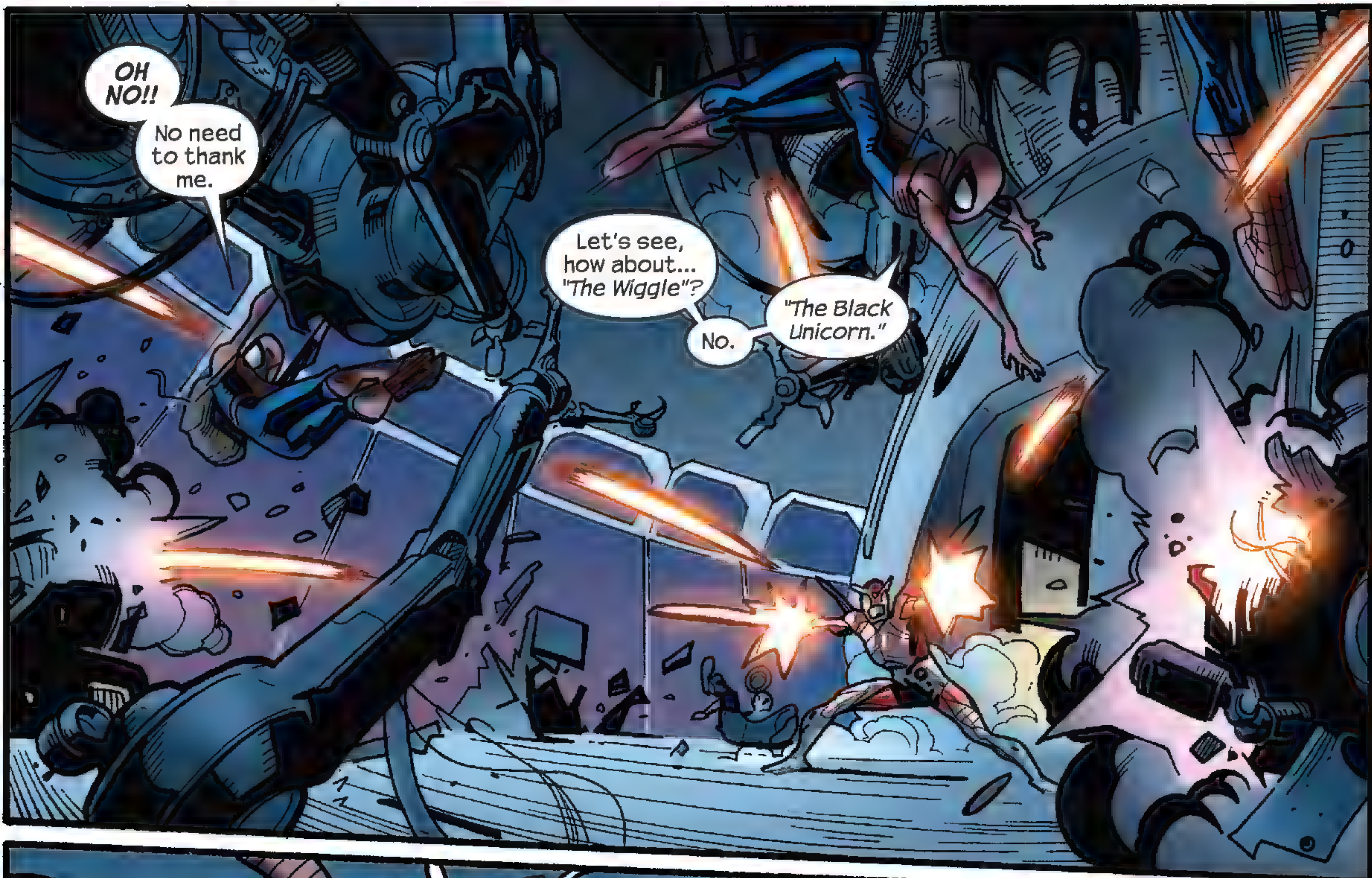
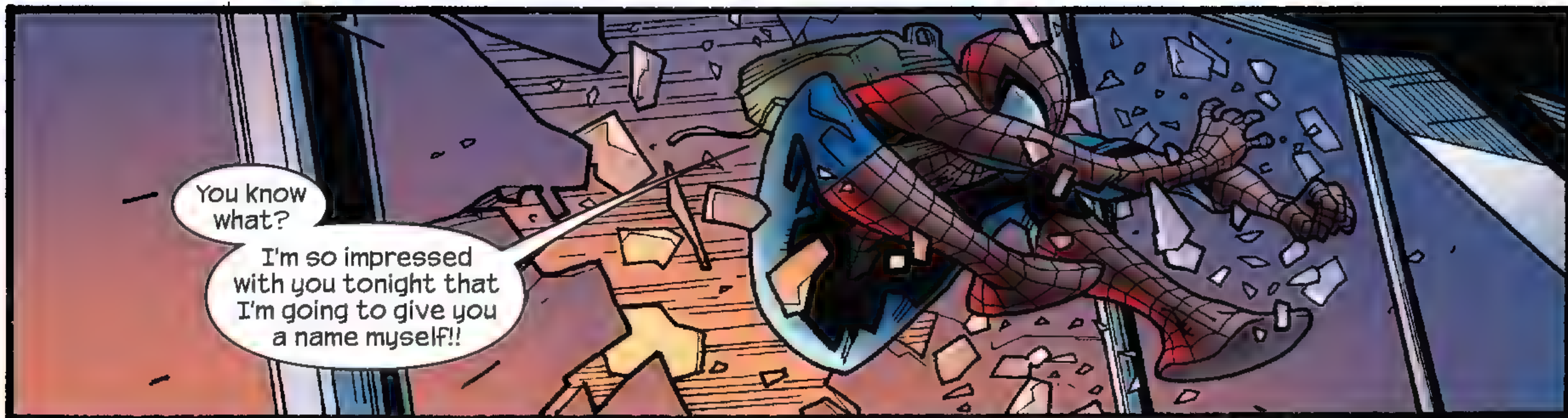




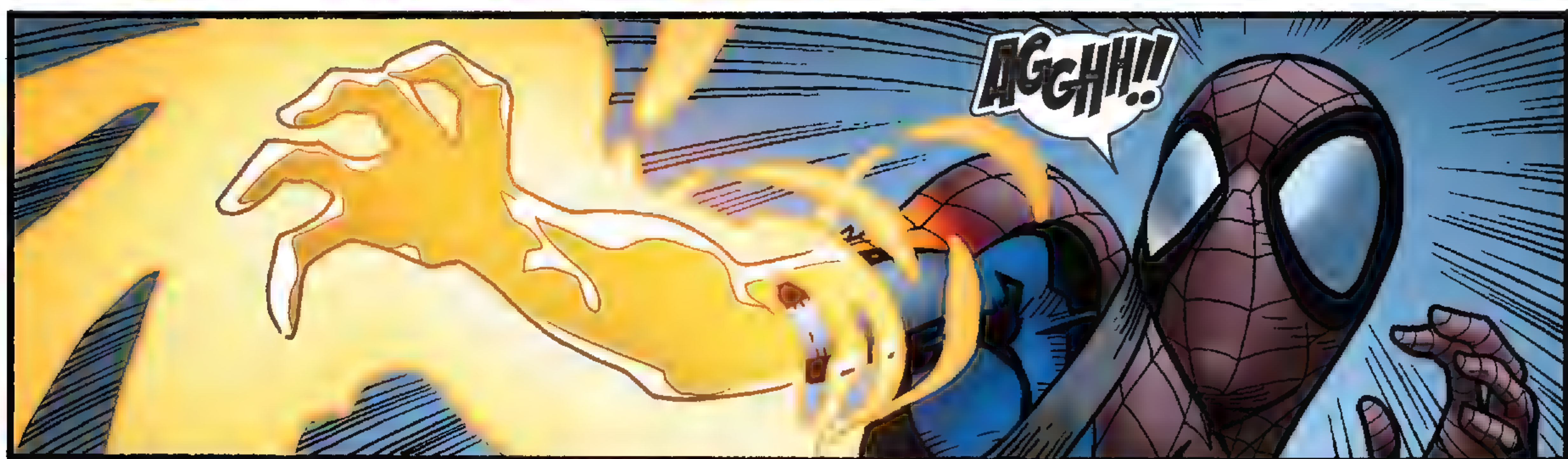
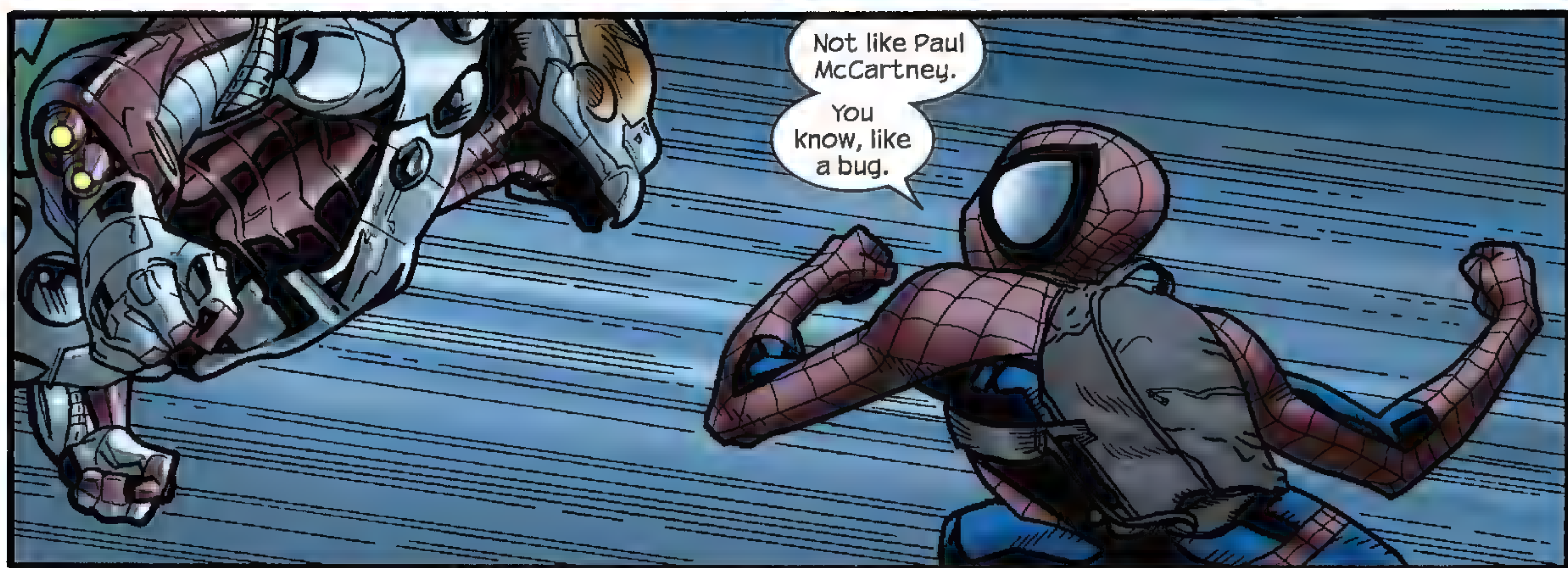
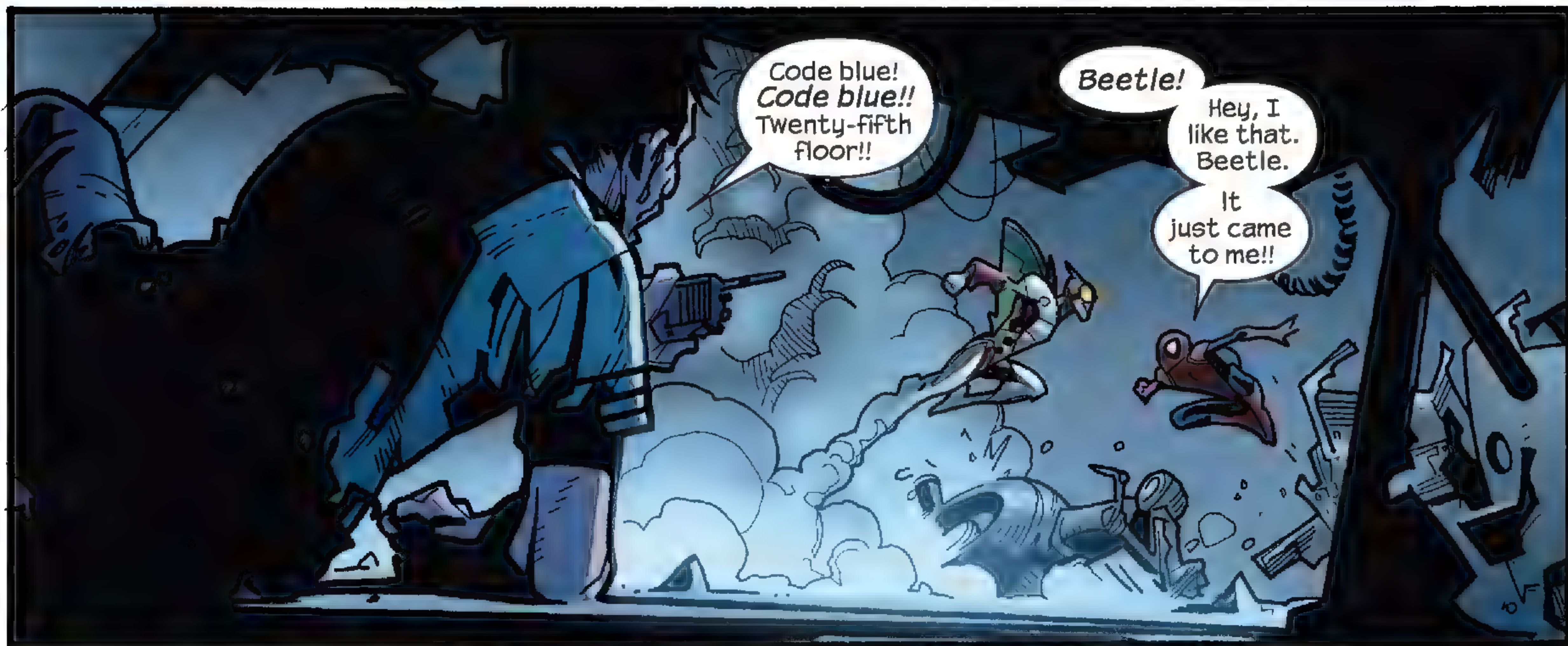




















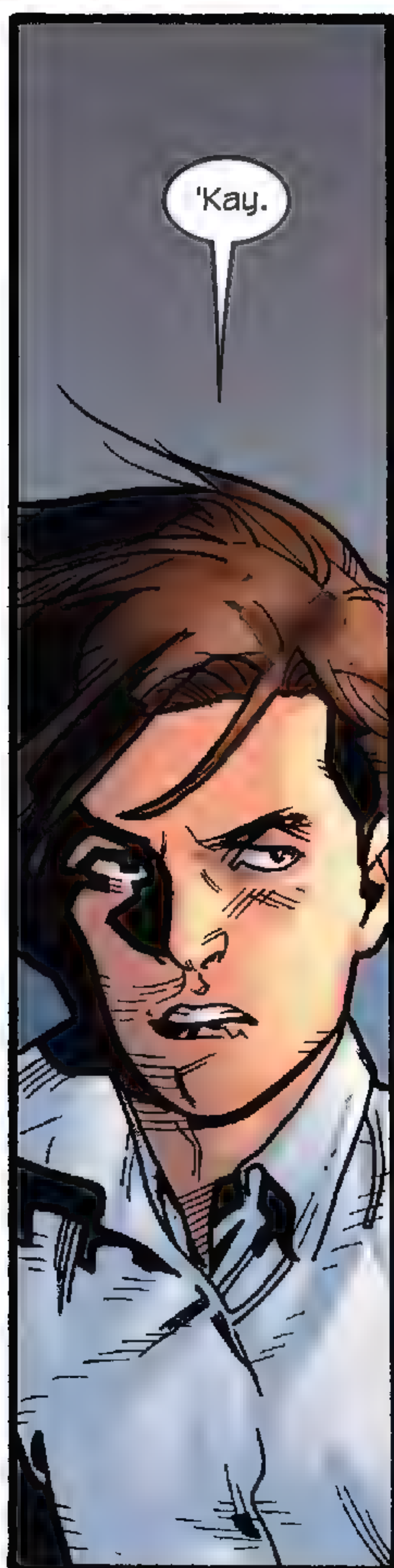




Kid.

What? You think because you're the great Nick Fury, top cop of the world, you can just come here where I work??

Uh, yeah.



'Kay.



Did the guy say anything?

Who?

The guy in the armor who beat the crap out of you last night?

It was more like a draw.

Uh-huh.



Say anything? No. But I'll tell ya, he had some pretty amazing toys.

Meh.

Who was he?

Don't know.

What did he want?

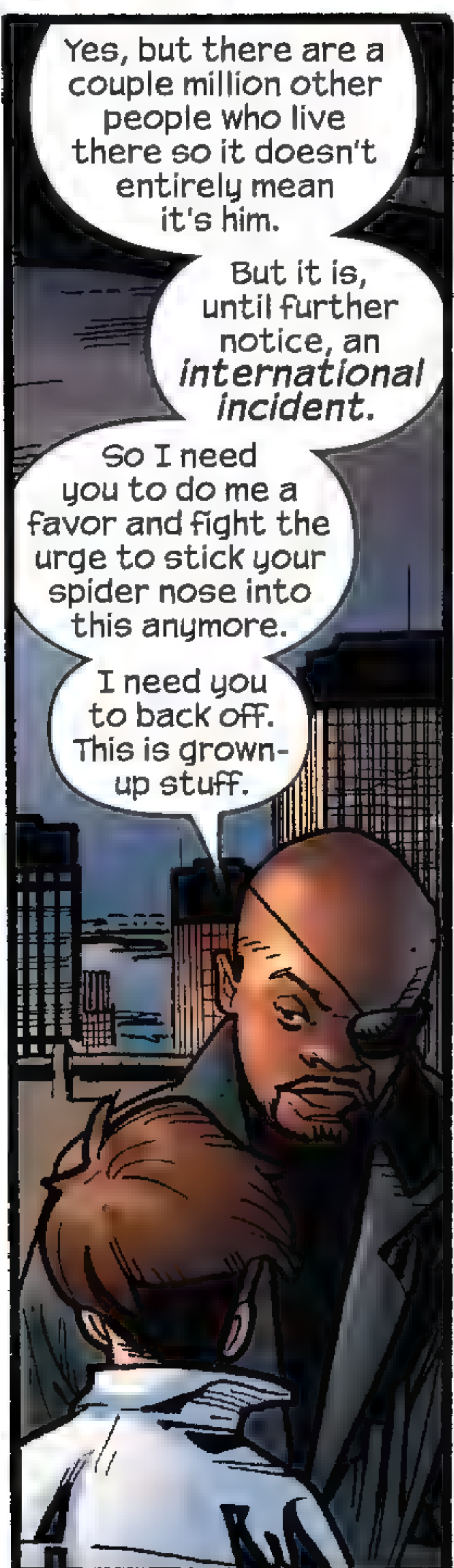
Don't know.

Yeah you do.

Listen.

Truth--I'm not exactly sure what this is, but I know it has to do with the country of Latveria.

Doctor Doom Latveria?



Yes, but there are a couple million other people who live there so it doesn't entirely mean it's him.

But it is, until further notice, an *international incident*.

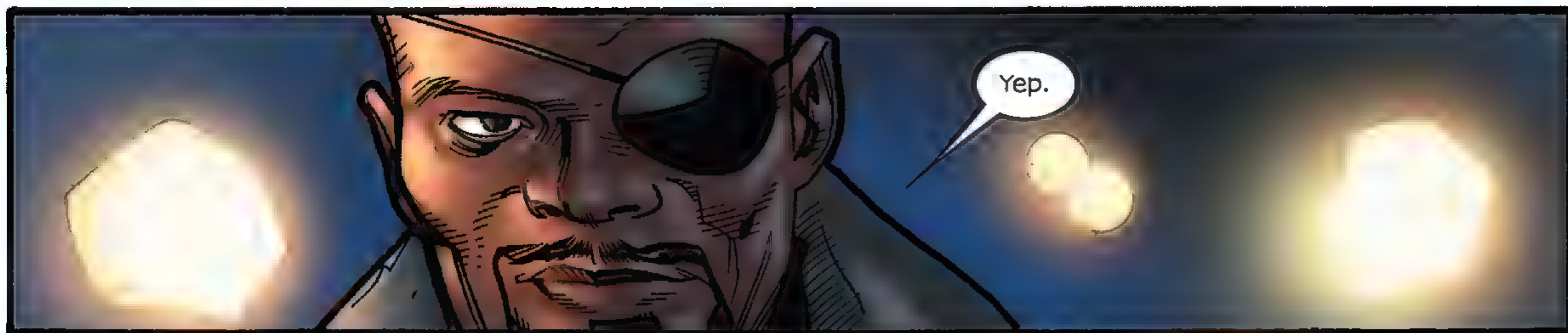
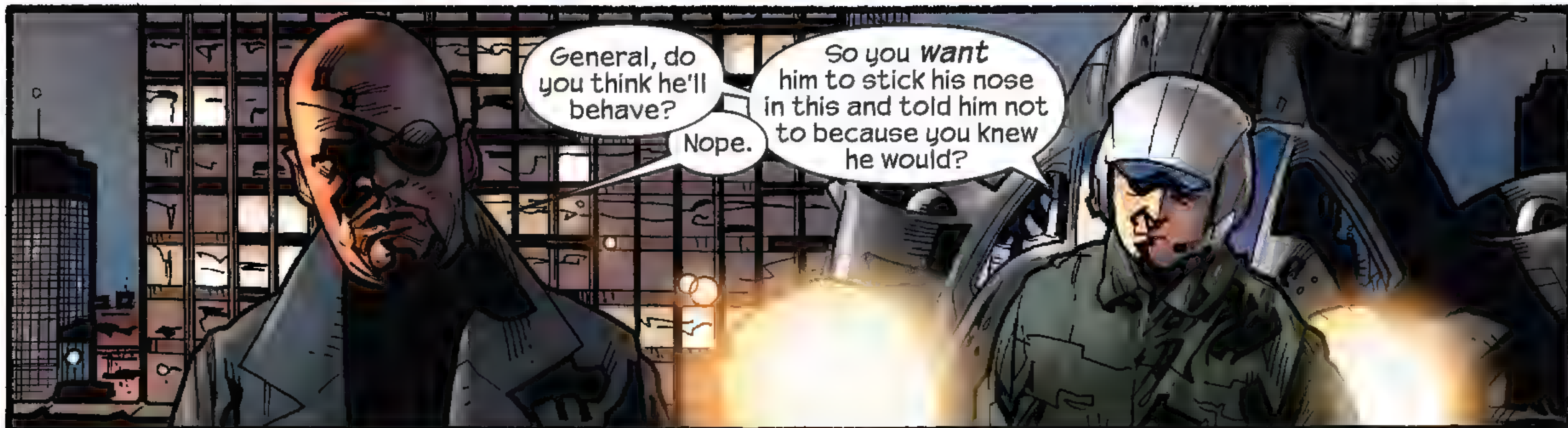
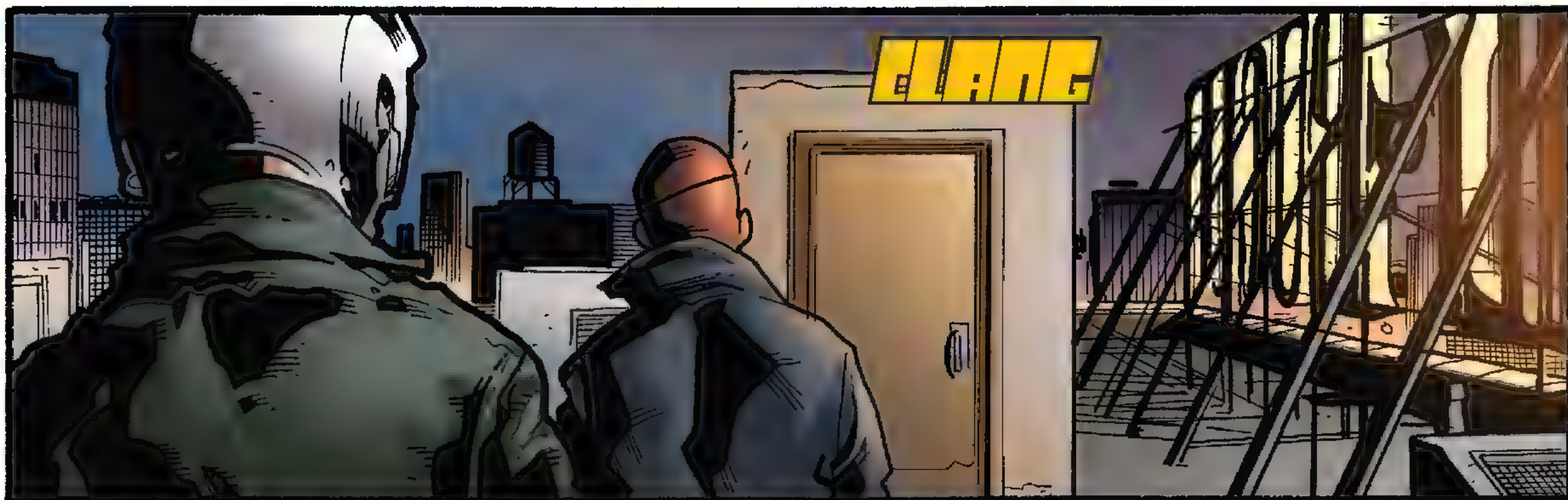
So I need you to do me a favor and fight the urge to stick your spider nose into this anymore.

I need you to back off. This is grown-up stuff.



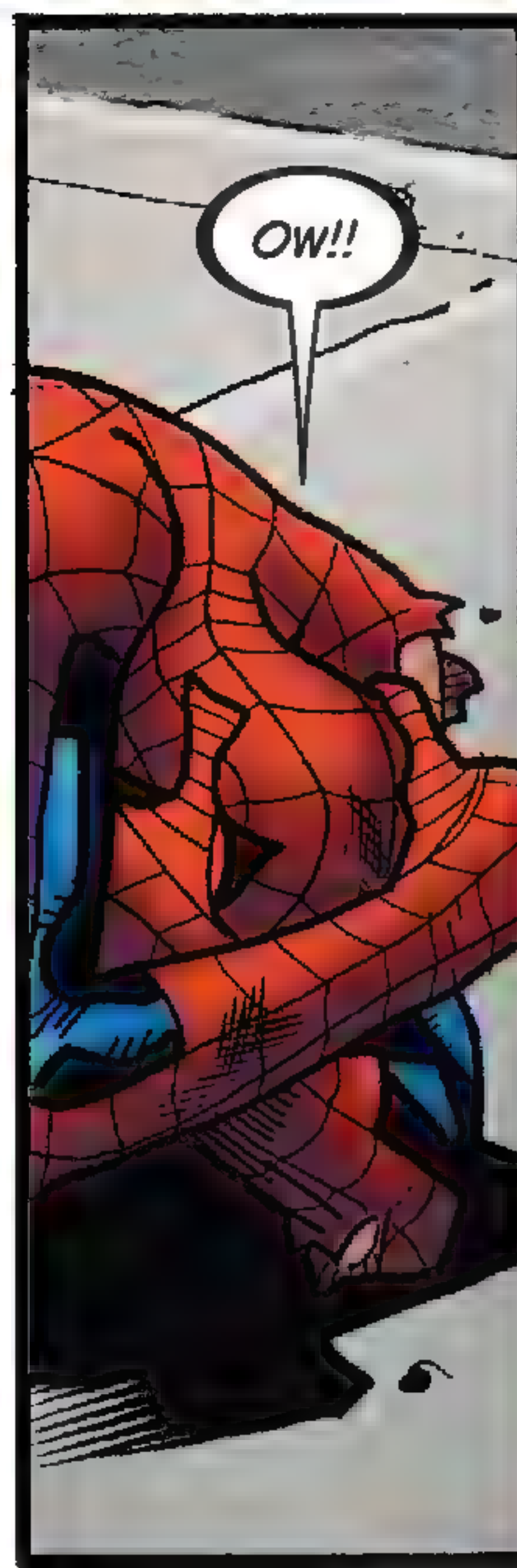
What does *that* mean?







ESU Museum of Art.  
Several Weeks Ago.









One Month Ago.

Eddie?

Eddie, you need to *wake up* now.

What's wrong with him, Toomes?

He's unconscious, Mr. Trask.

Yes, I can see that. Is there a way to, let's say, wake him up?

I could poke him with a stick.

Would you please?

I was being facetious. It's best, all things considered, to let him awaken of his own accord.

Muh...

Ah...

There you go.

Edward.

Where...

Where am I?

You're *safe*, Edward. I've seen to that.

Sorry for the prisonlike conditions. I in no way mean to insult you.

But all things considered...

I know you.





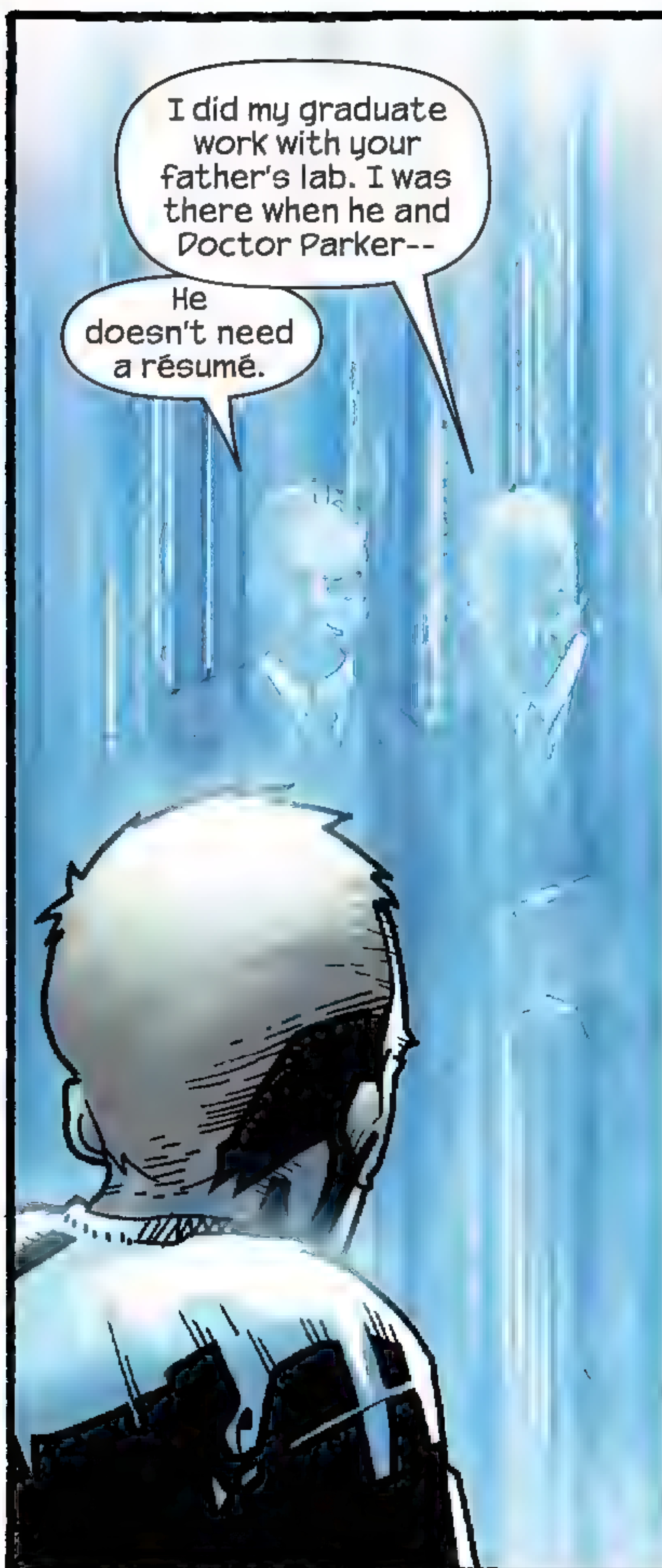
Yes.

My press agent will be thrilled.

**Bolivar Trask.**  
President and CEO of Trask Enterprises. Of which you are now a guest.

I'd shake your hand but I'd rather you not eat it accidentally.

This is my associate, **Doctor Adrian Toomes.**



I did my graduate work with your father's lab. I was there when he and Doctor Parker--

He doesn't need a r  sum  .



Let's get down to business, shall we, Edward?

We have gone to great *lengths* to get you here. To help you.

We *know* you can't control yourself anymore. We know it's not your fault what has happened to you.

We know that *the suit*, as we'll call it, has attached to you, and is feeding on you.

It's a parasitic organism.

And we're going to help you get rid of it.

We're going to *help* you get your life back.



Doctor Toomes has the knowledge and understanding to start procedures.

Why?



Well, how can I put this without sounding crass...

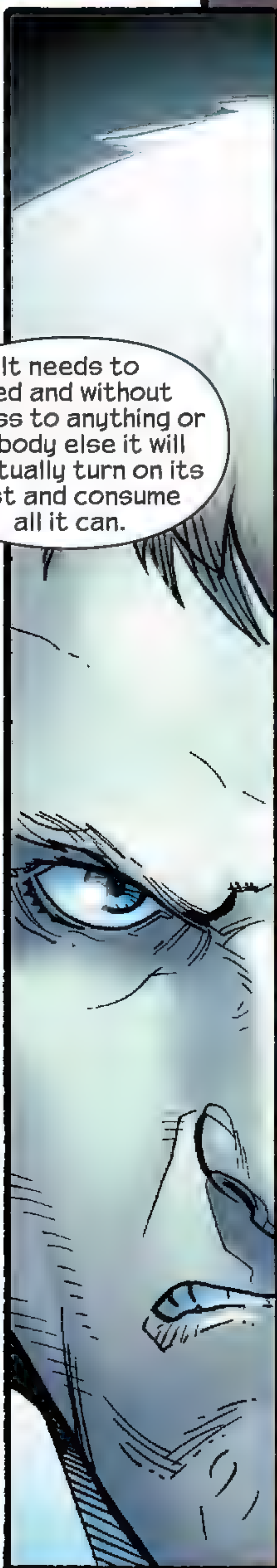
That suit is worth billions of dollars.



It was my father's.

Ooh. Actually...

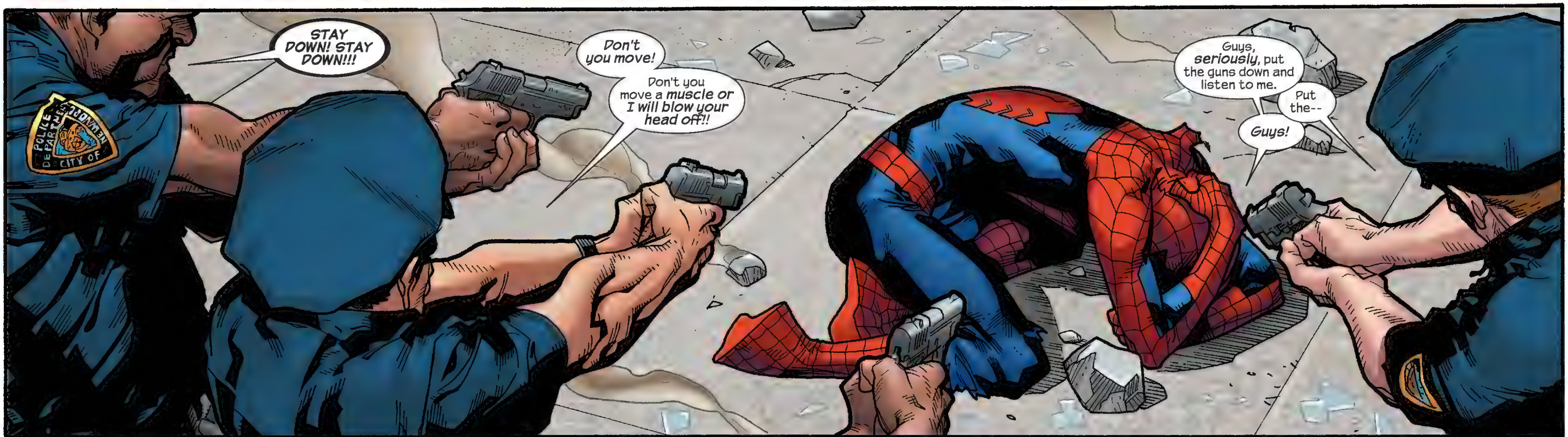
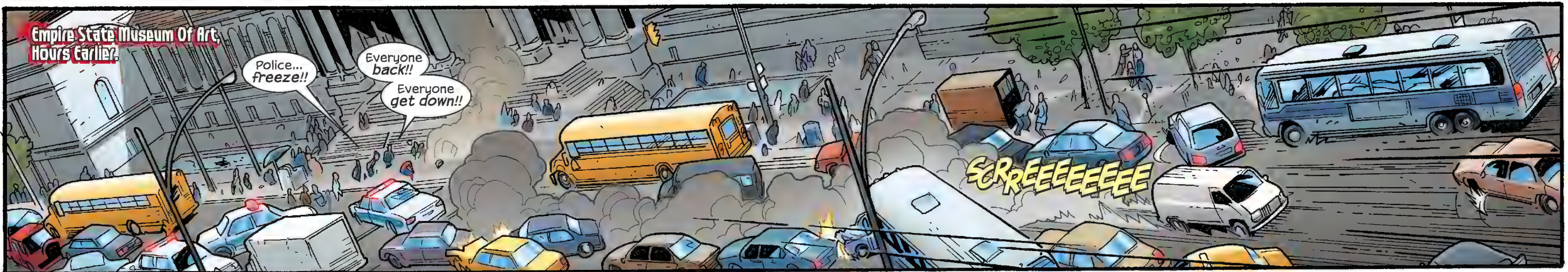














**Peter Parker's Basement,  
Later That Night.**



I was trying to get my mojo back.

With Eddie gone I felt my powers coming back with every second.

What? Why would--?

I don't know, MJ.

That whole thing was ca-ra-azy!

I know. I'm so sorry.

Why are *you* sorry?



You almost got hurt.

You didn't do anything. A monster attacked the museum.

I feel guilty. I know that guy.

But that was *so crazy!* Wasn't it *crazy?*

(It's going to make a great book one day.)

A book??



All this crazy stuff. This is a book *for sure.*

You're writing a *book* now?

One day.

Um, no you're not!

One day.

Yeah. When I'm *dead!*

Excuse me?

And it's *my* book to write. If anyone is writing a book. This stuff's happening to *me.*



Uh, *hello?* It's happening to me too.

Because you *know* me.

Everyone who ever *pooped* in the same *room* as the Rolling Stones has written a book. I'm writing a book.

(Mine will sell better.)

Okay, so. For my book. *How* was this your fault *exactly?*



Eddie Brock. He was my childhood friend. That's who that monster was...

...it was accidentally made by our fathers.

But it used my dad's DNA as a starting template.

So, it's, like, part *you?*



No. Well... yeah.

In a *creepy* way.

But the really weird thing was, I haven't seen him in weeks...

In fact, I *thought* he was dead.

And when I got close to it/him today--

--I felt like my brain was going to crawl out of my face.

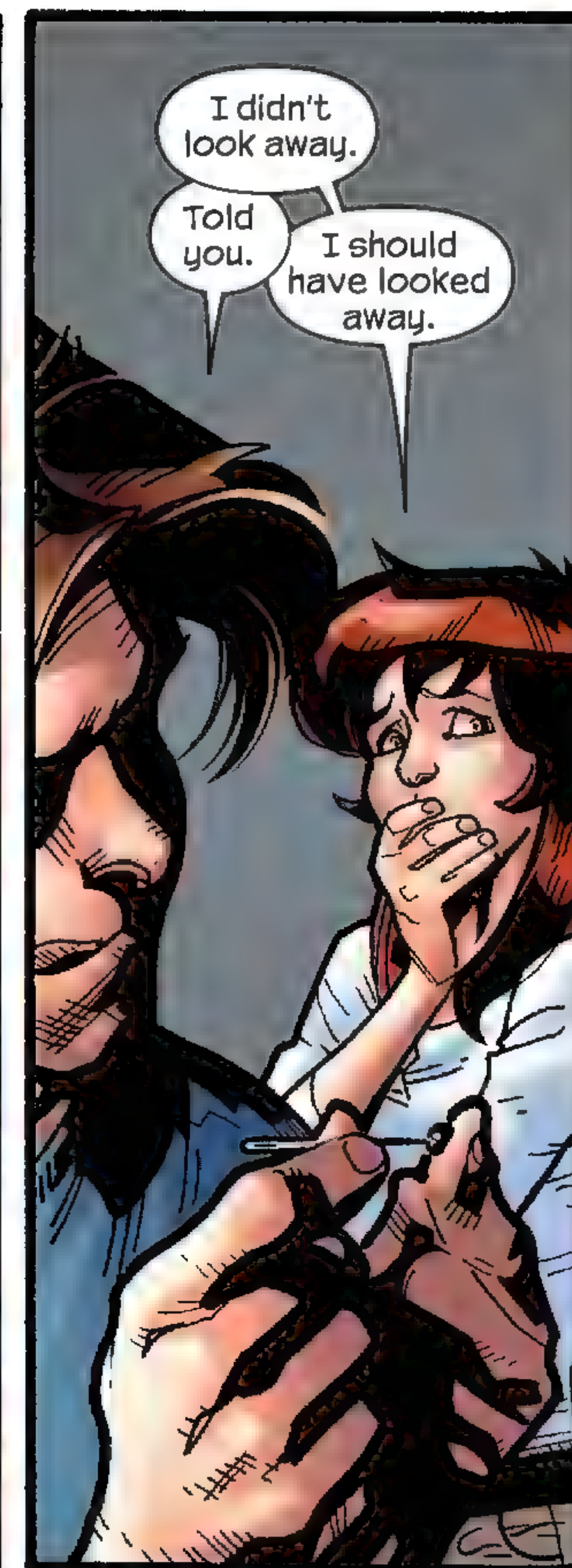


Eww.

If you're going to do that I'm so going to hurl.

Look away.

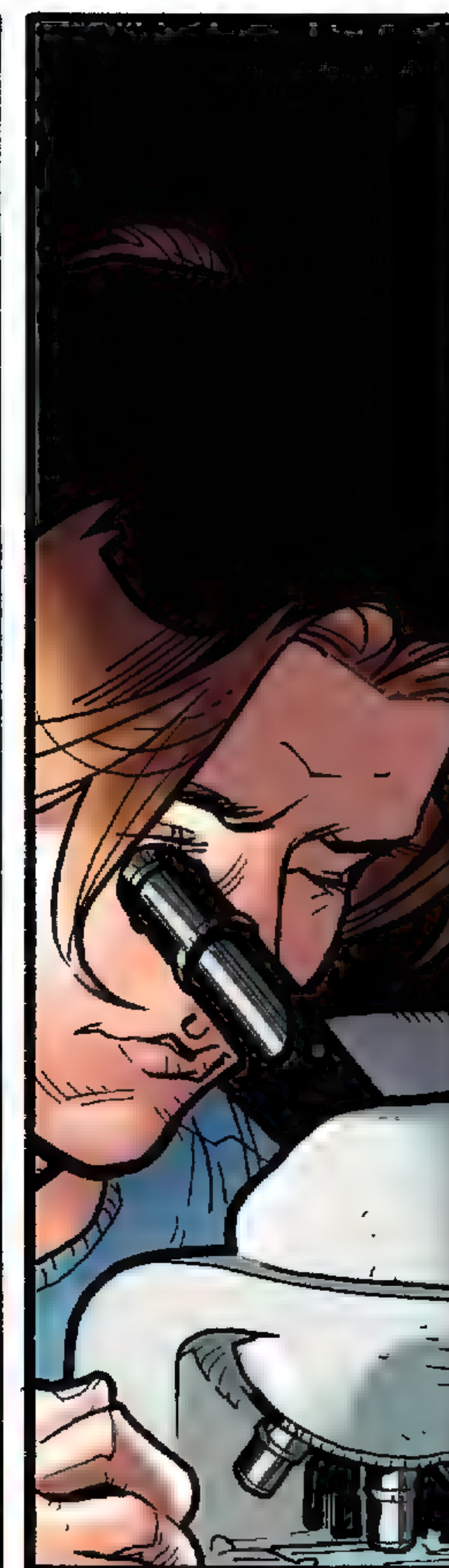
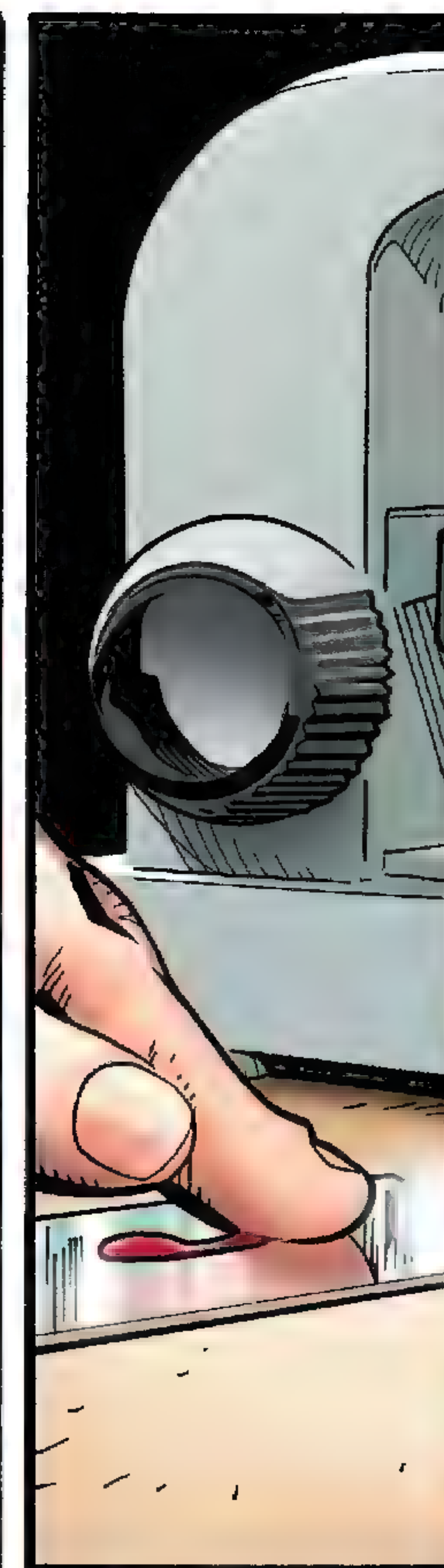
I'm okay.



I didn't look away.

Told you.

I should have looked away.

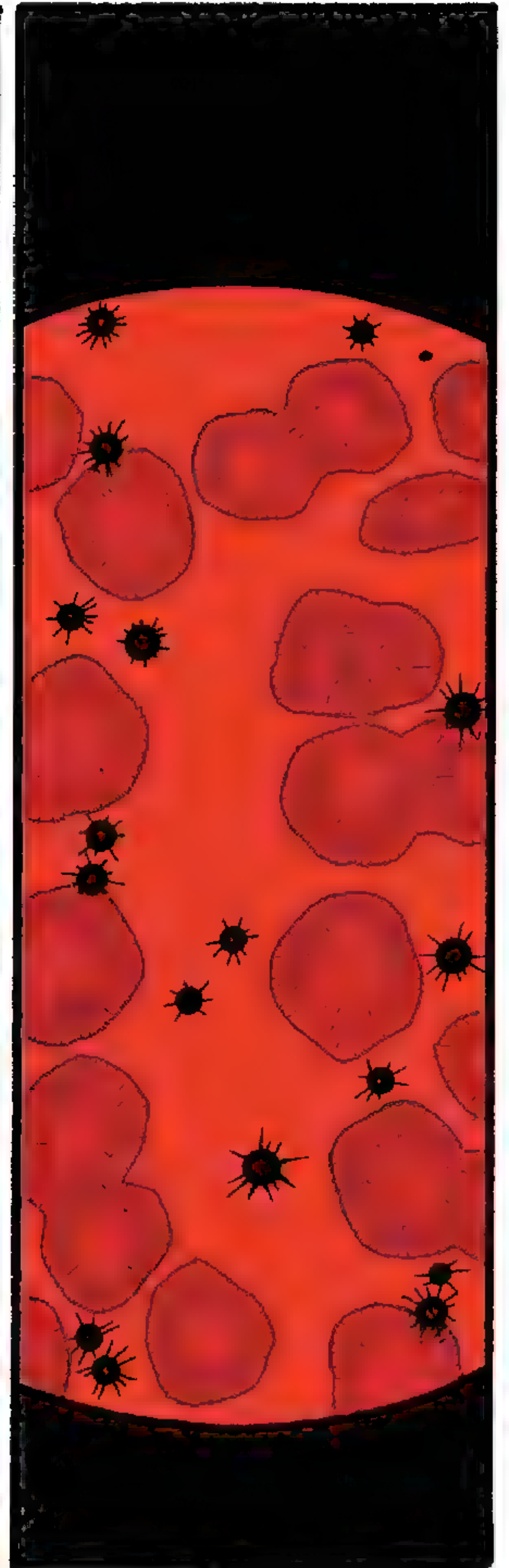
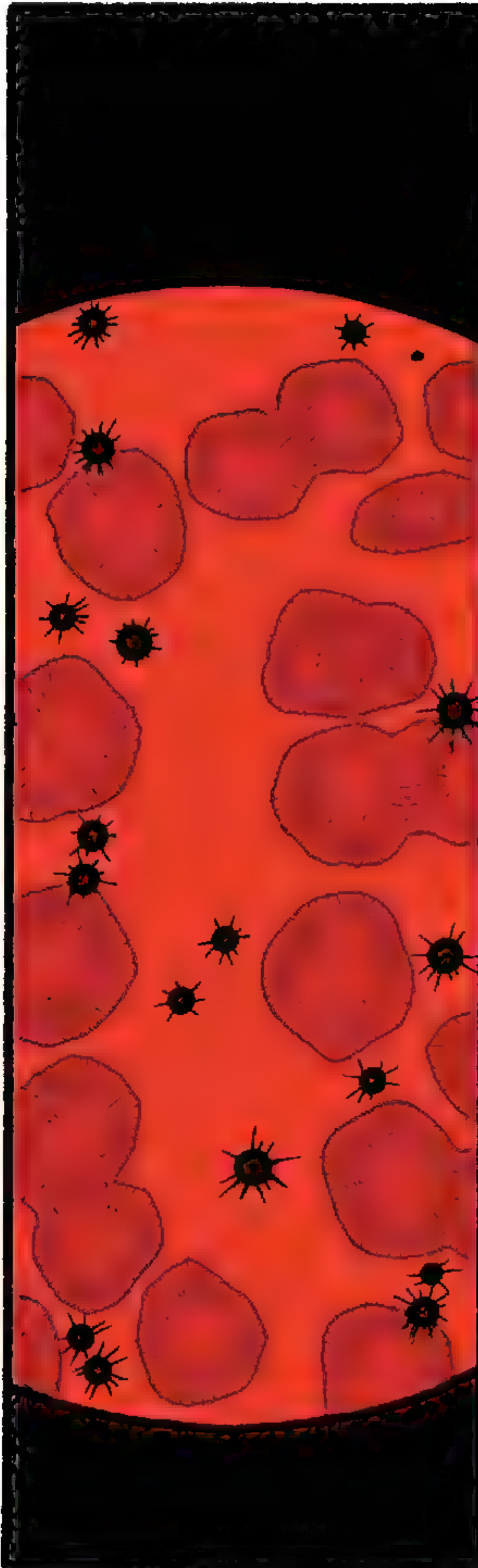


Huh...

What is it?

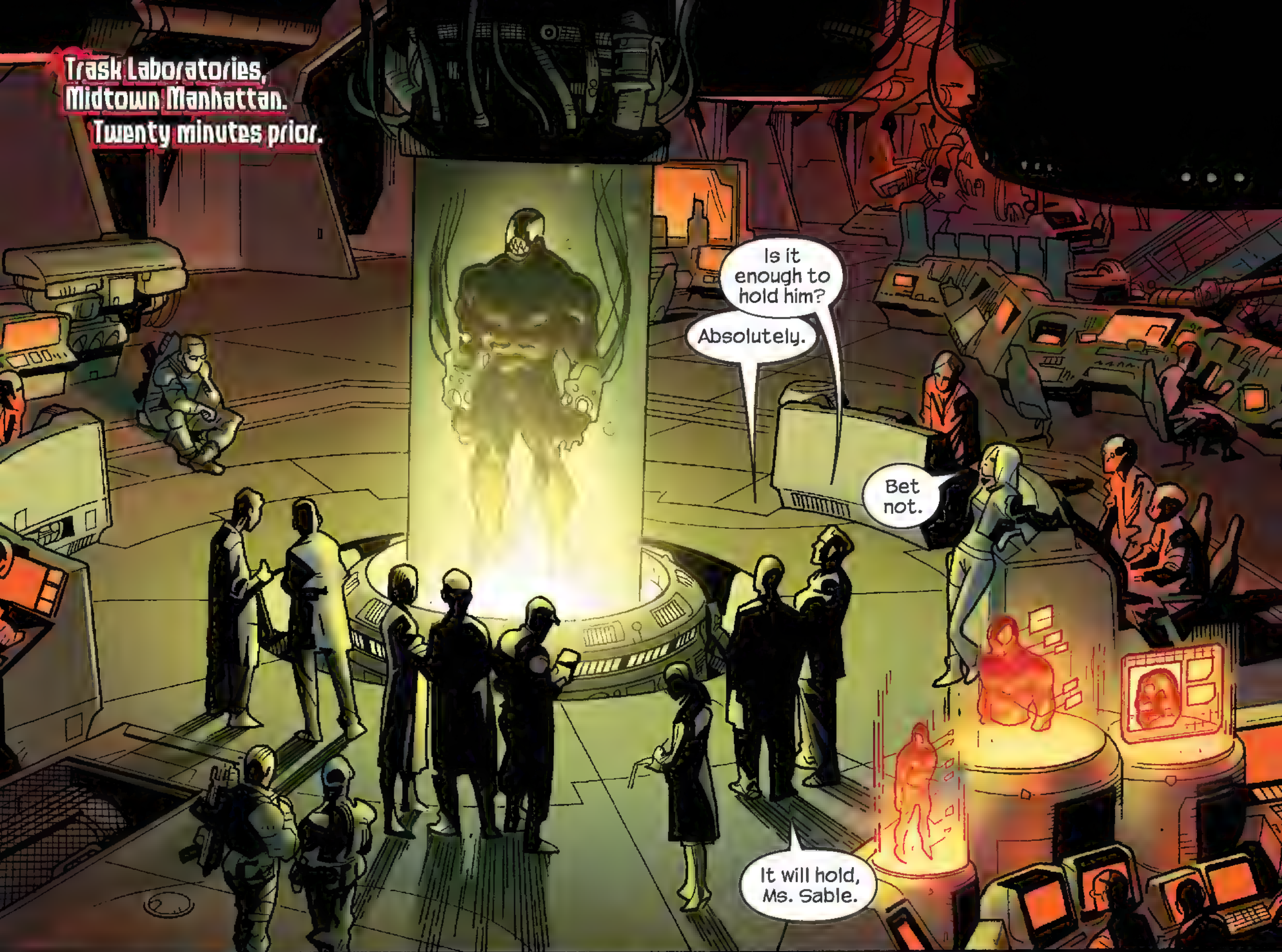
I, uh, I have no idea.







Trask Laboratories,  
Midtown Manhattan.  
Twenty minutes prior.



Is it  
enough to  
hold him?

Absolutely.

Bet  
not.

It will hold,  
Ms. Sable.



Well, I've seen  
the end of *King Kong*,  
so I'm going to leave  
and let you do what  
you have to do.

We'll get  
what we need  
as soon as  
possible.

I'll call with  
updates.

Do  
that.



Okay.

Yes,  
let's do our  
extractions  
ASAP.

Lenny, man the  
diolometer. Sandy,  
let's get going with  
the vicilant  
monitor.

Wildpack,  
take point on  
the room.

Let's  
get this  
done with,  
people.

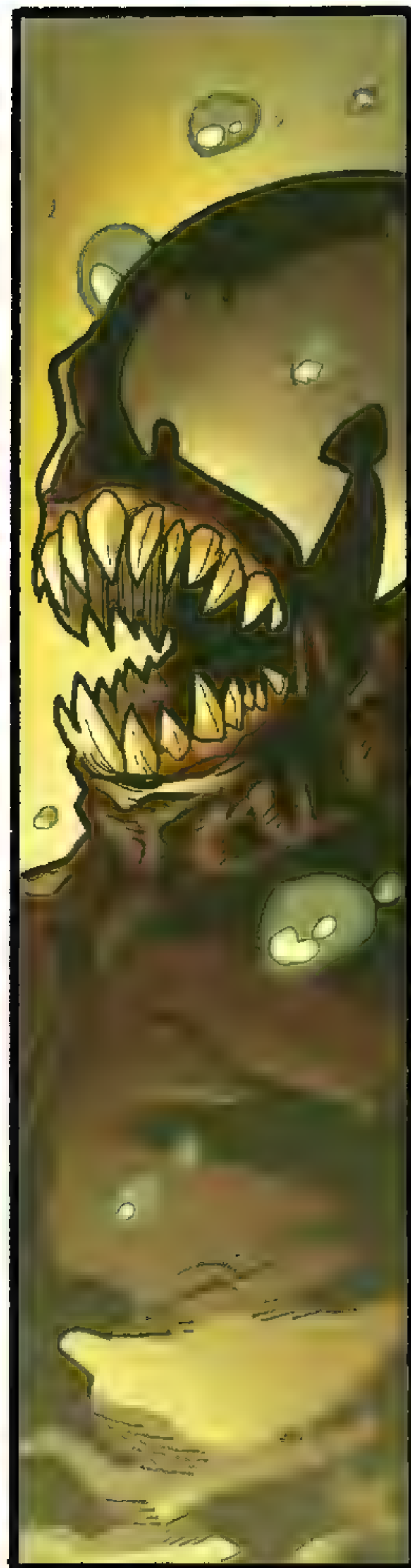
I am creeped  
out like there's  
no tomorrow.

Word.

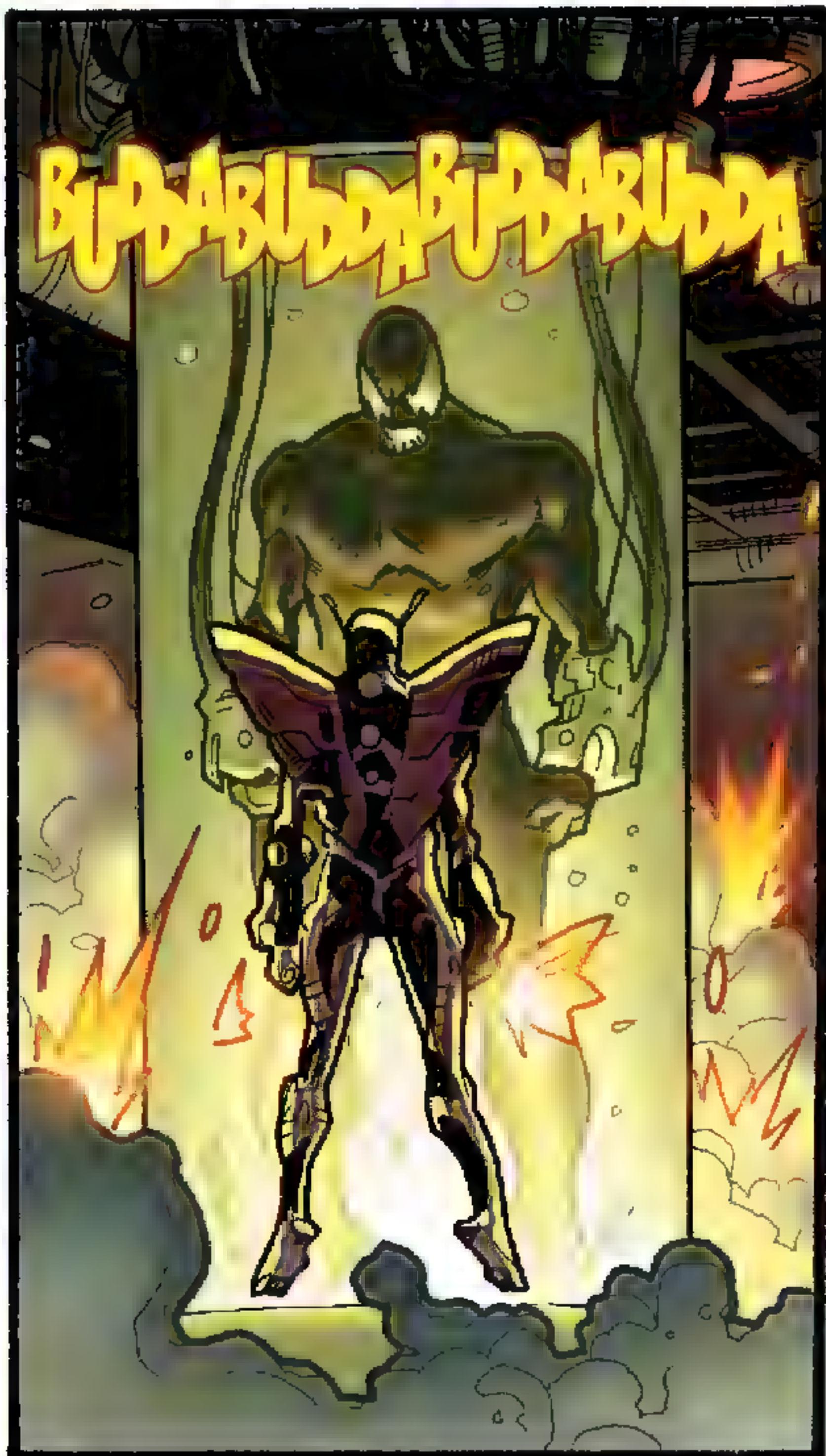
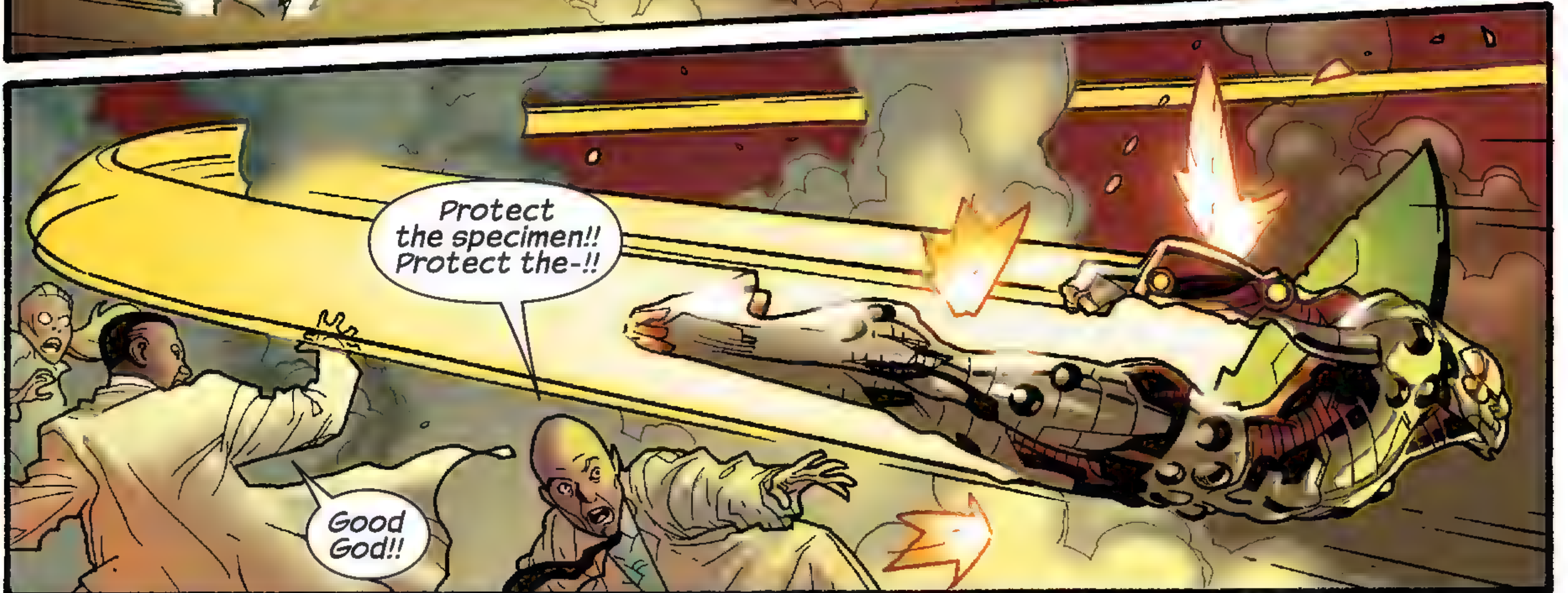
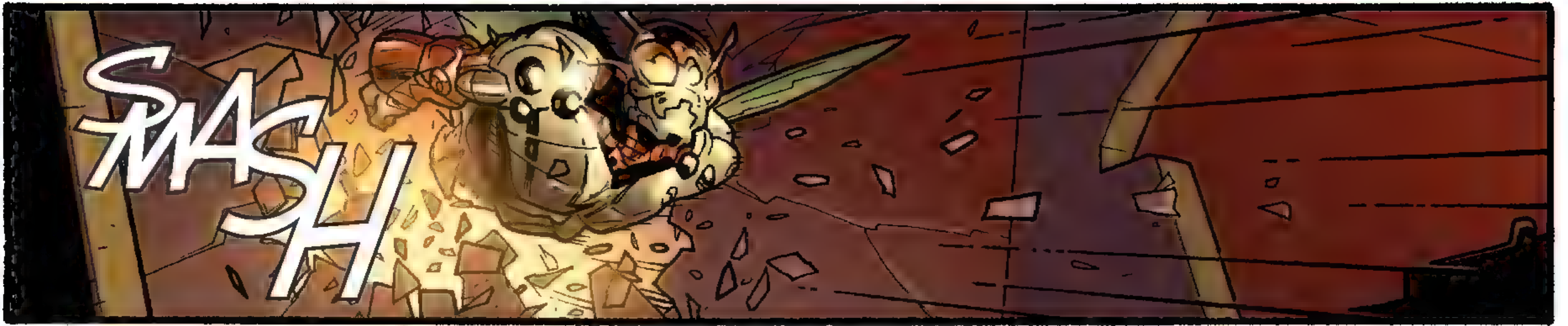


Seriously...

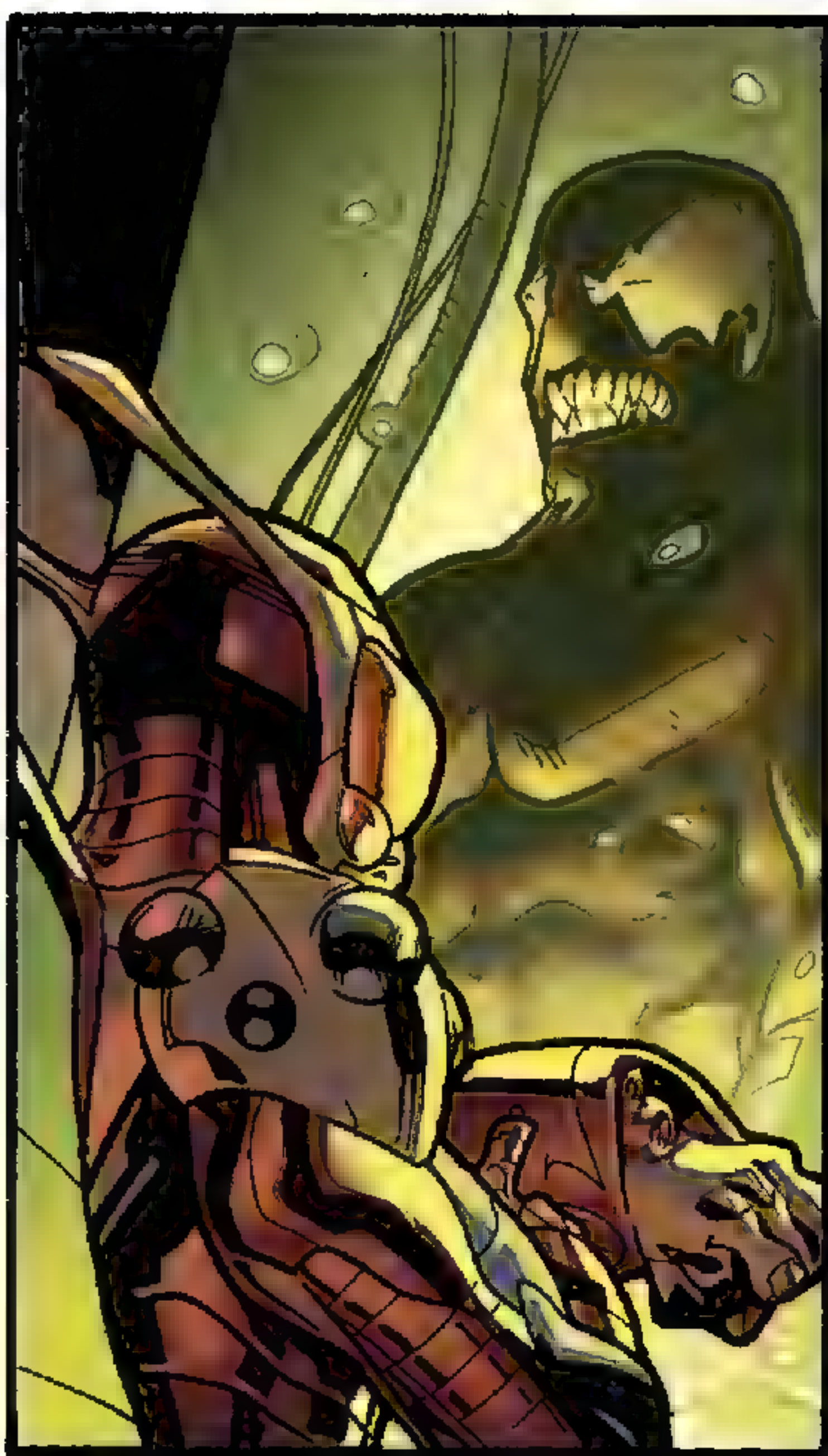
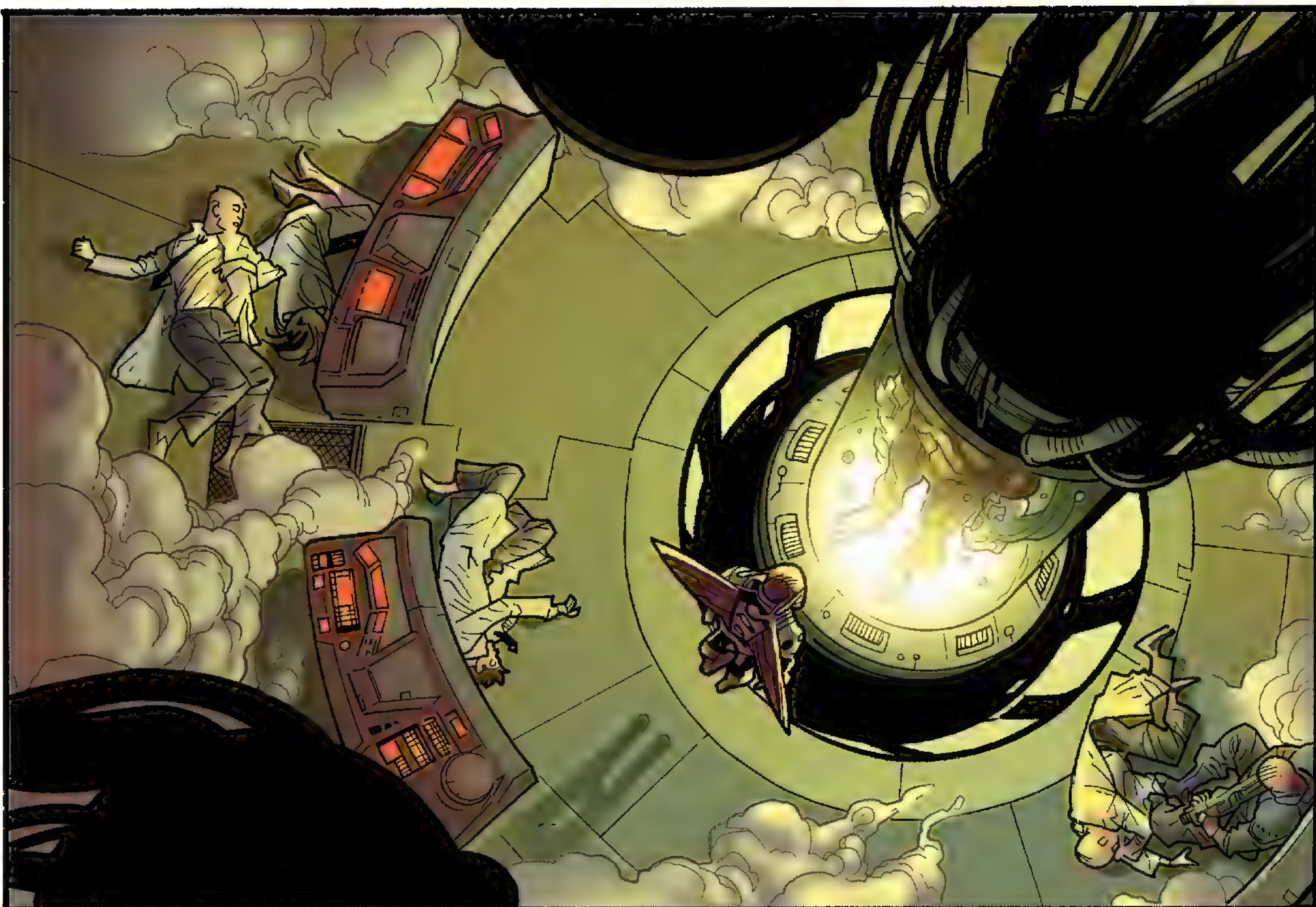
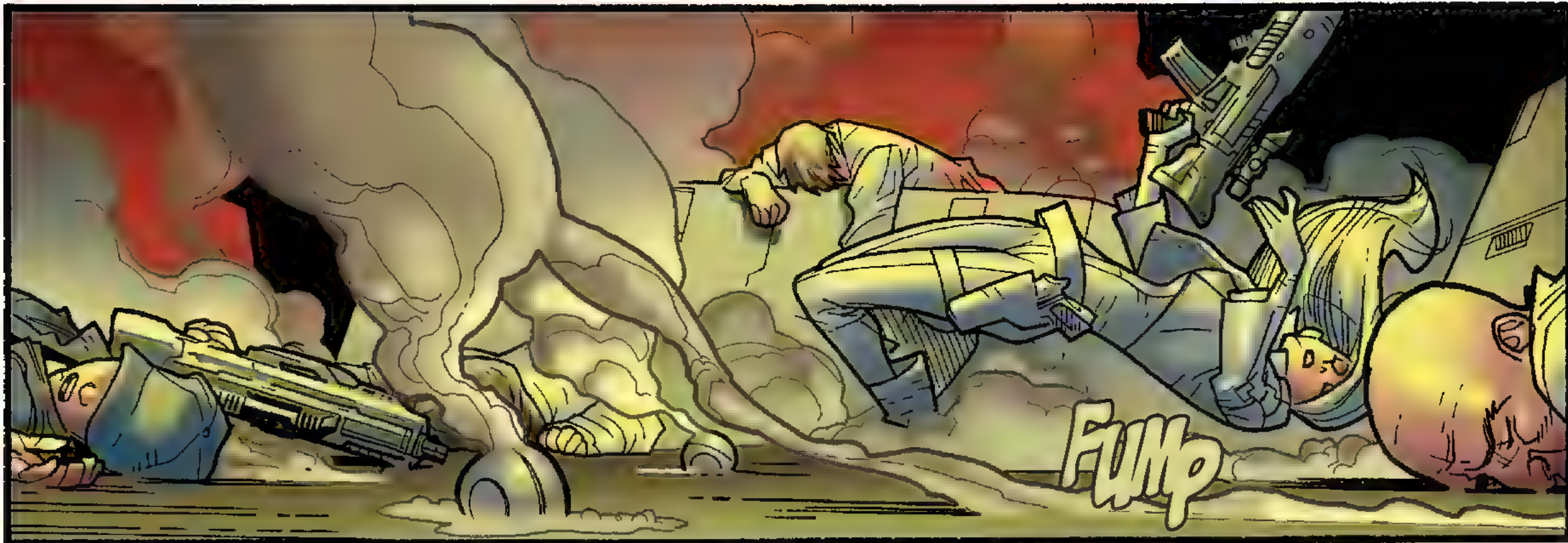
Do you  
even *know*  
what you're  
doing?



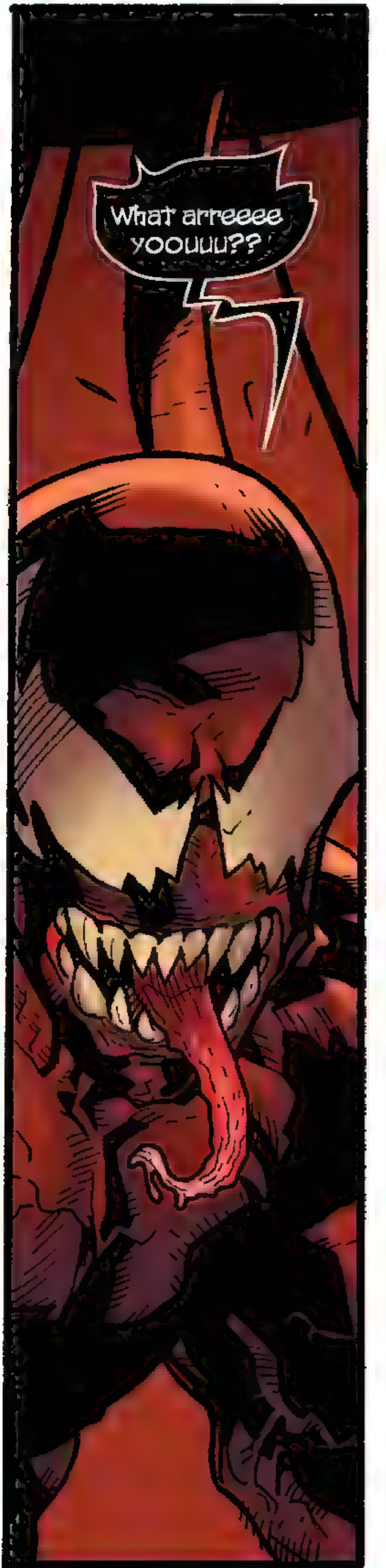
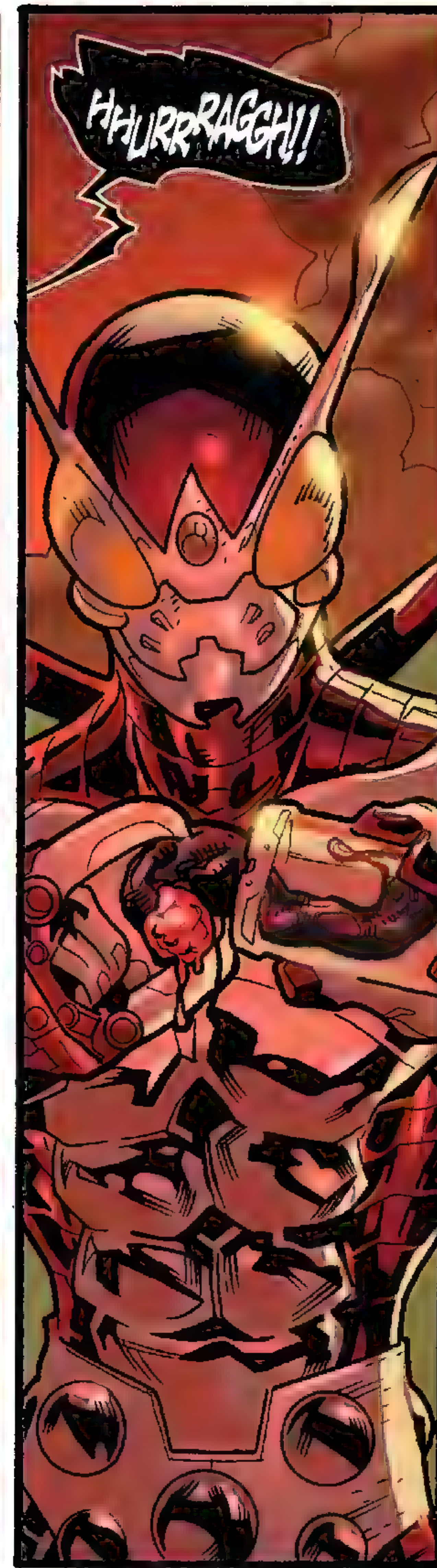
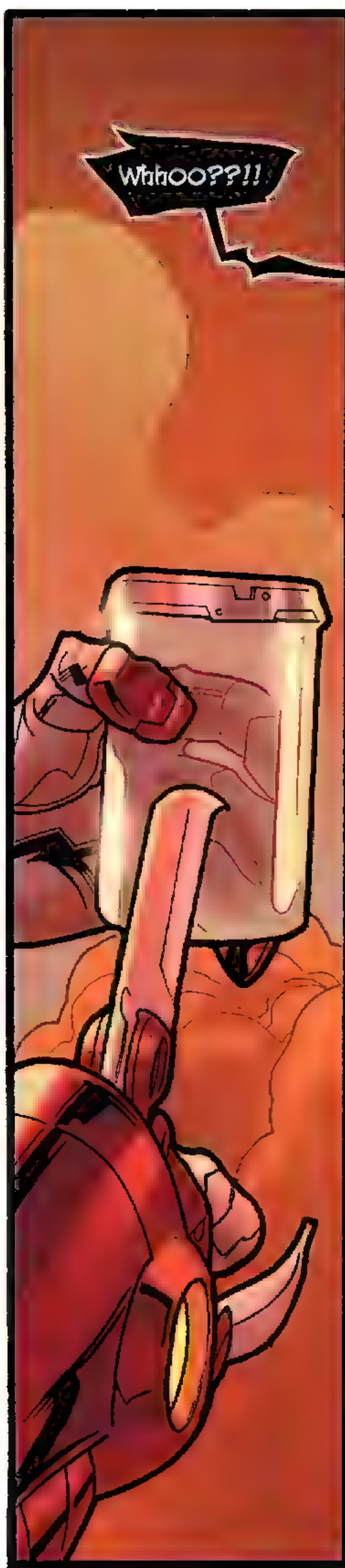
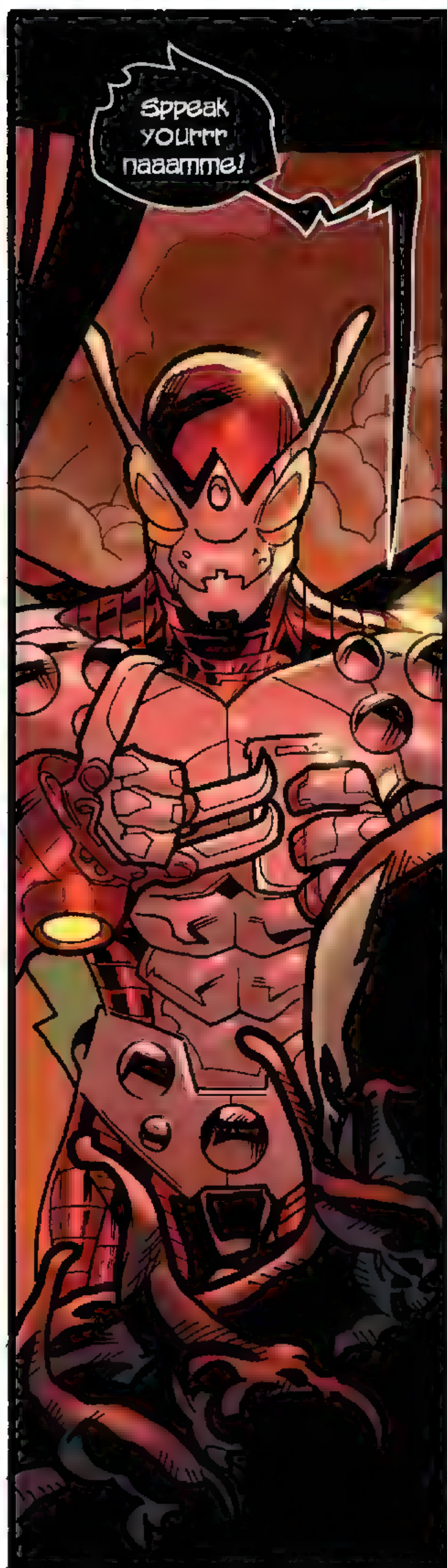
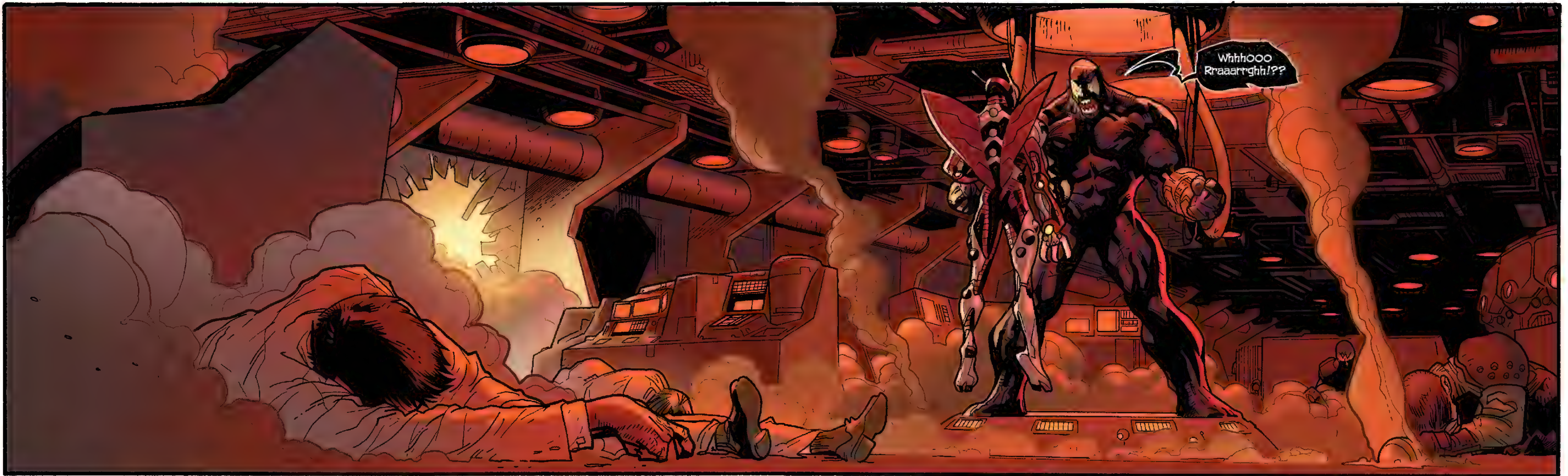




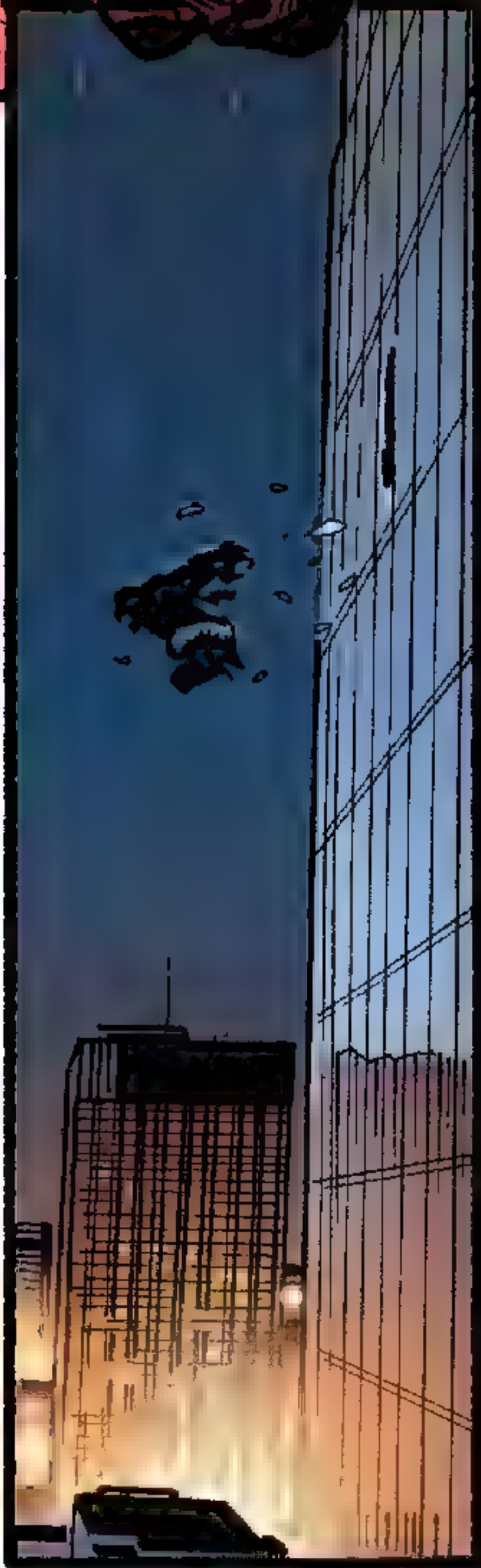
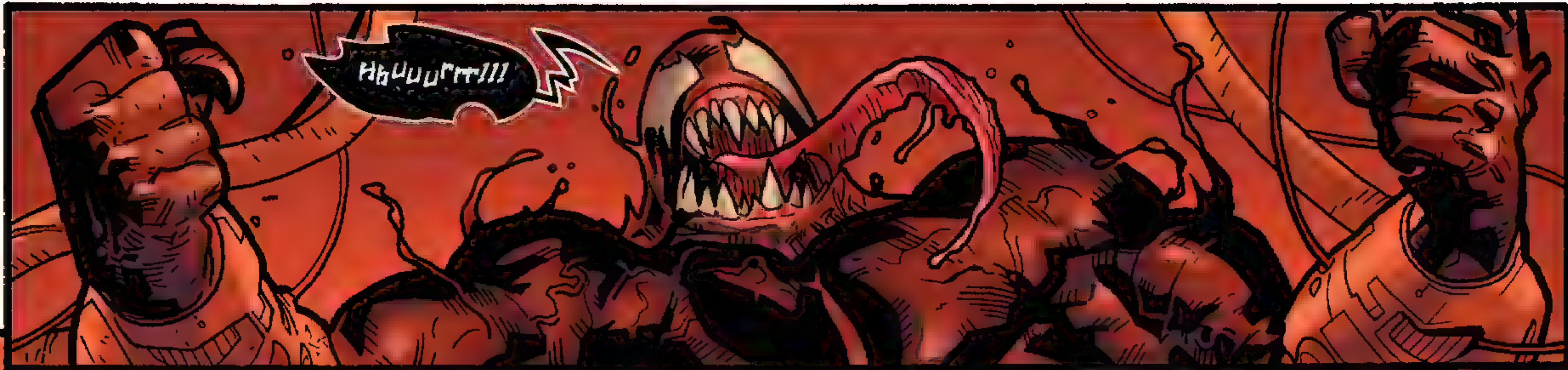




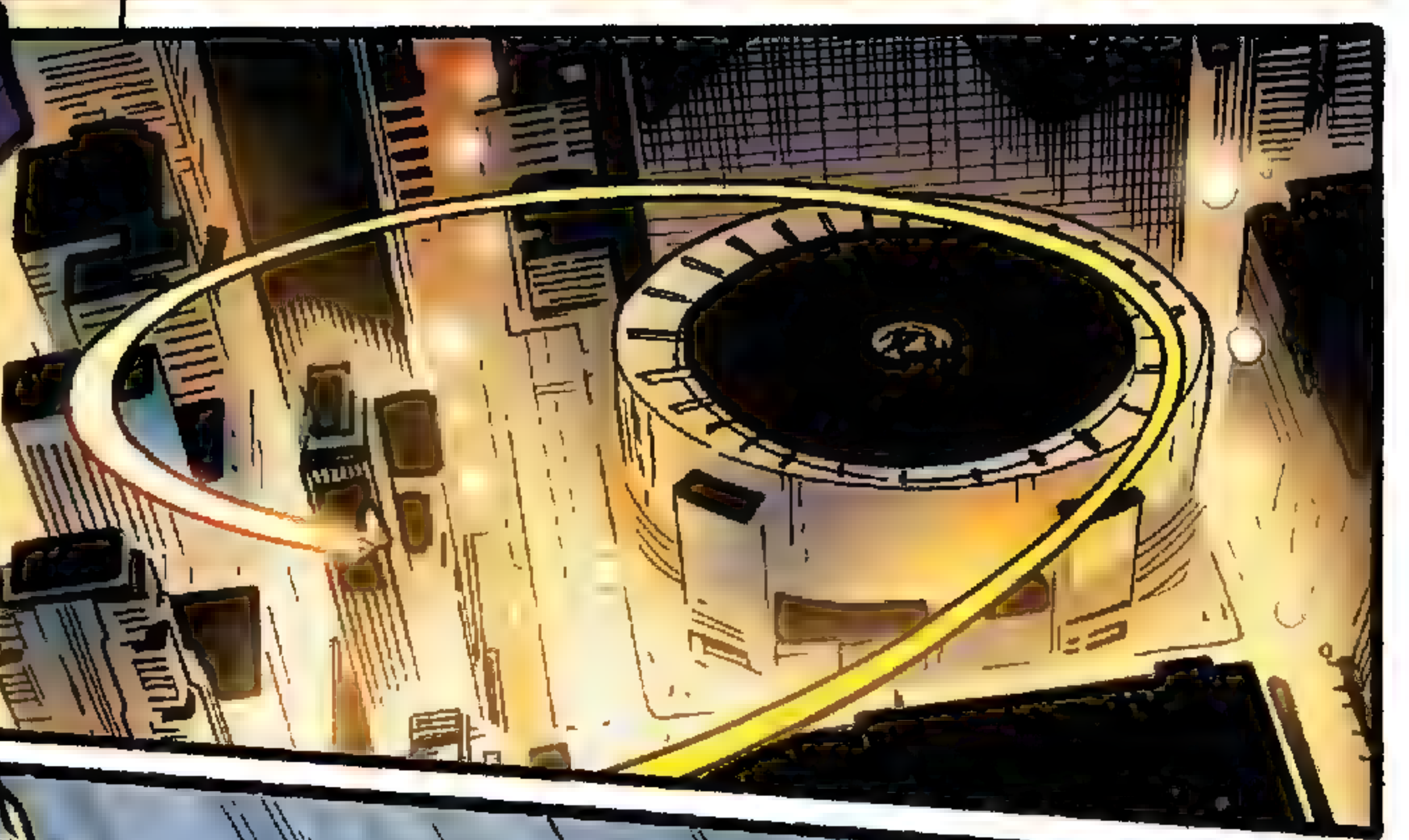
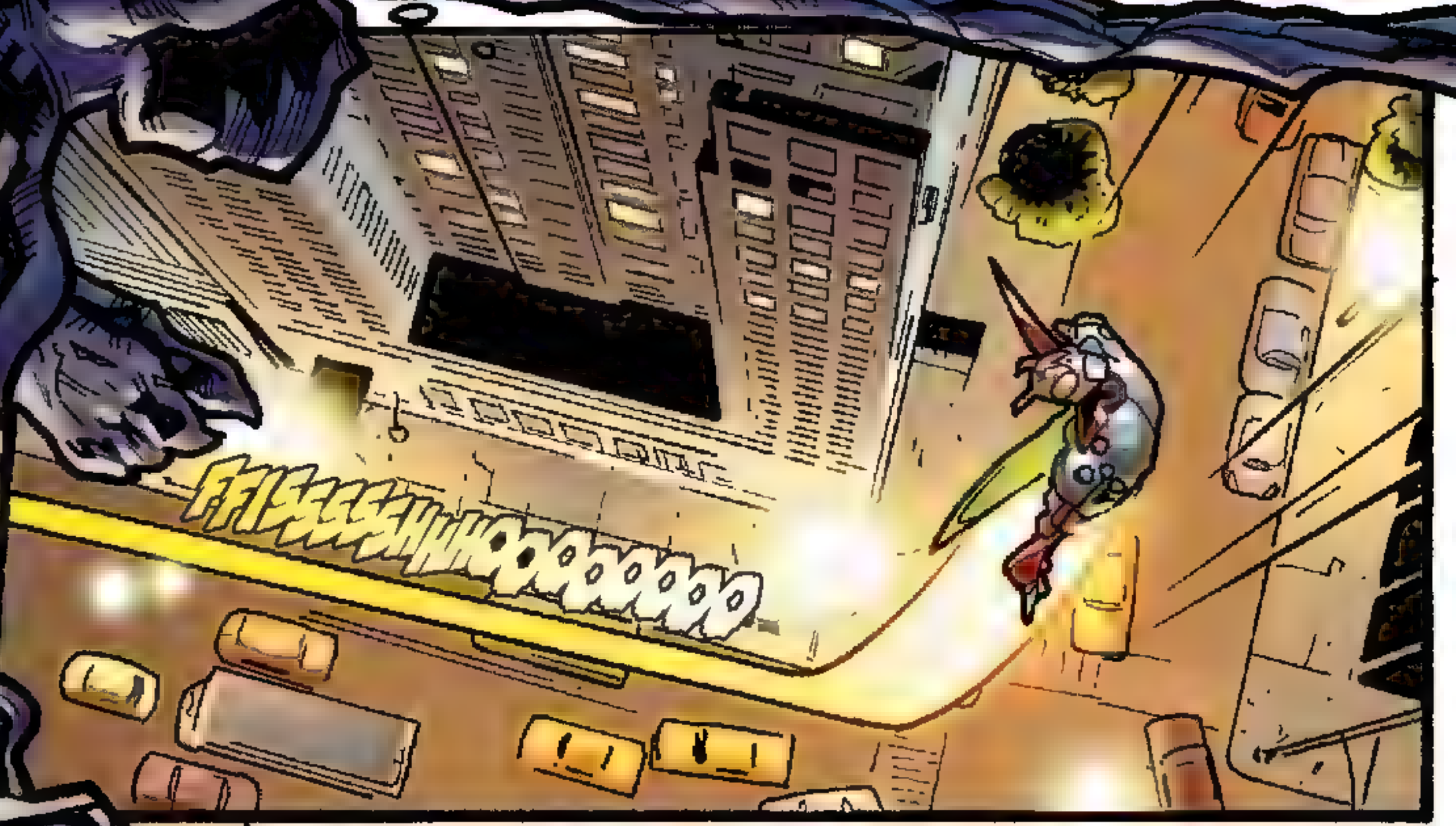
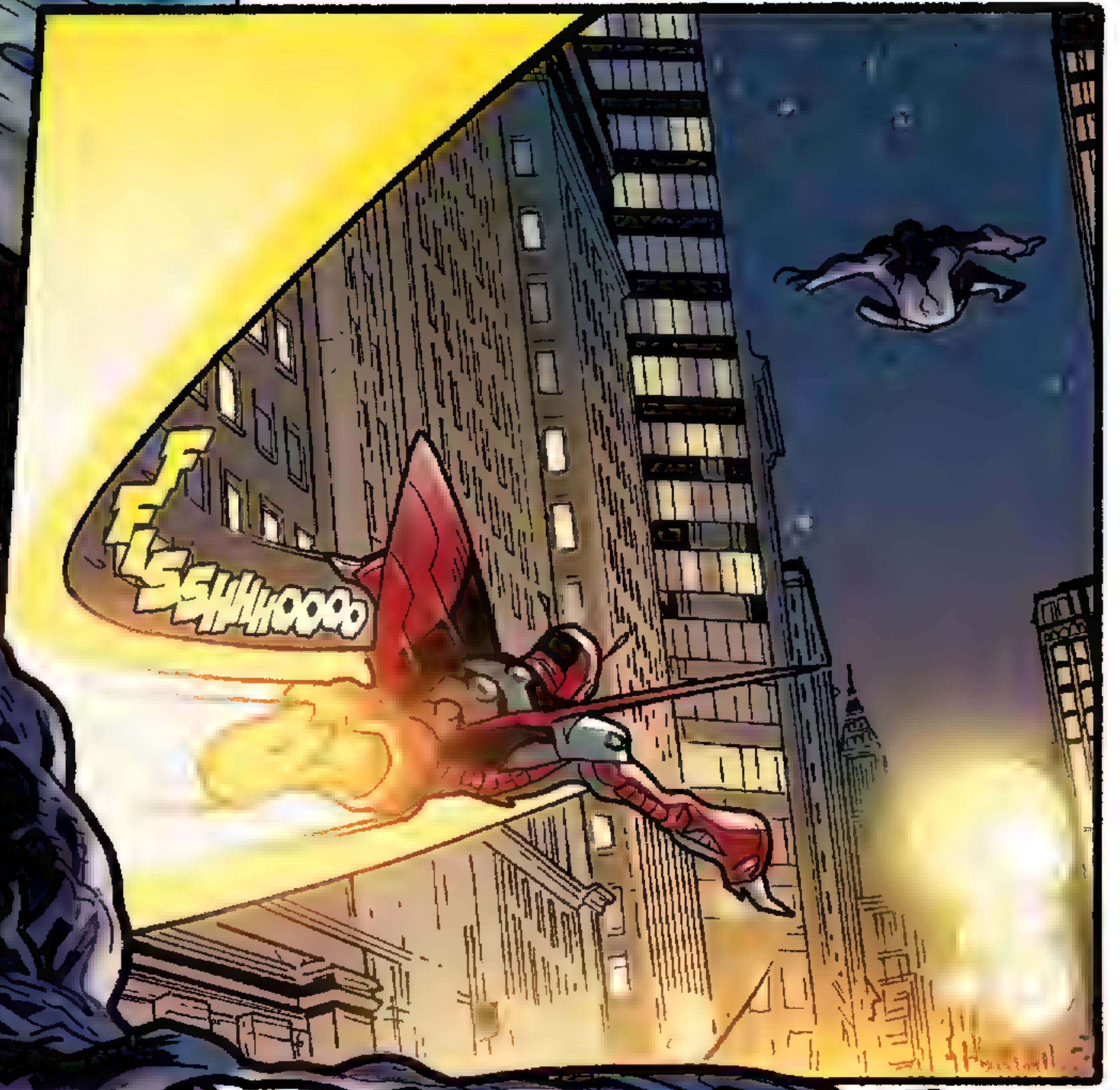
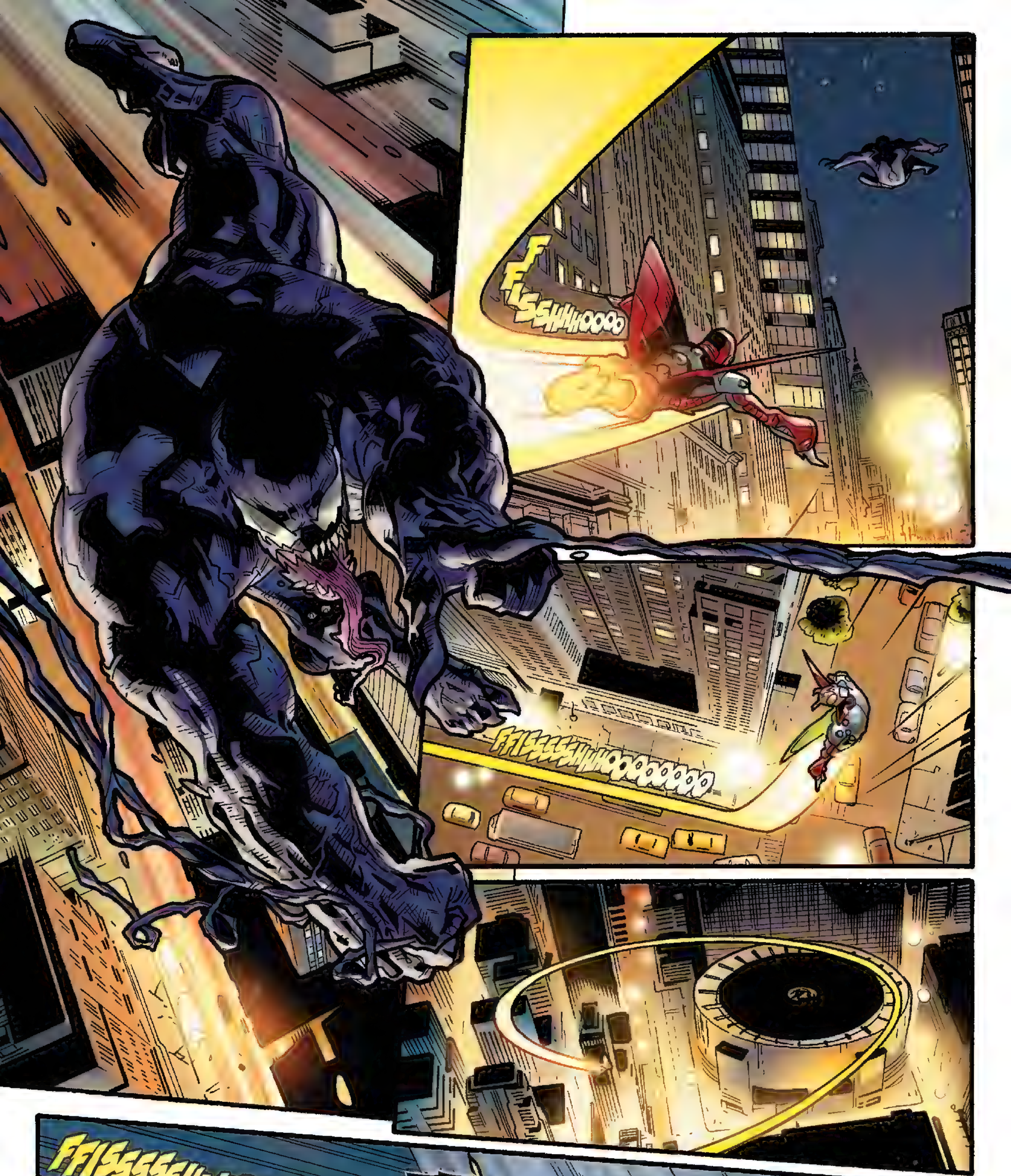




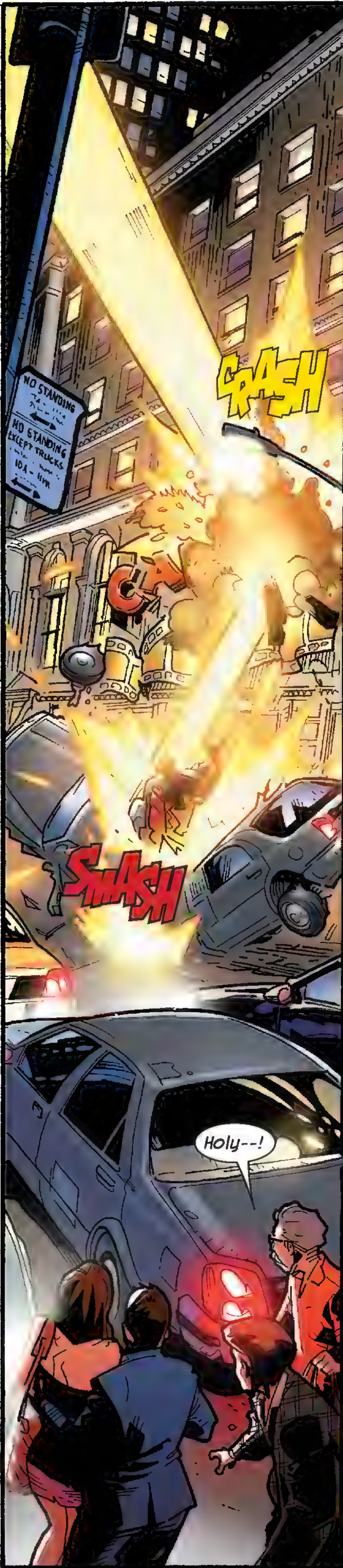




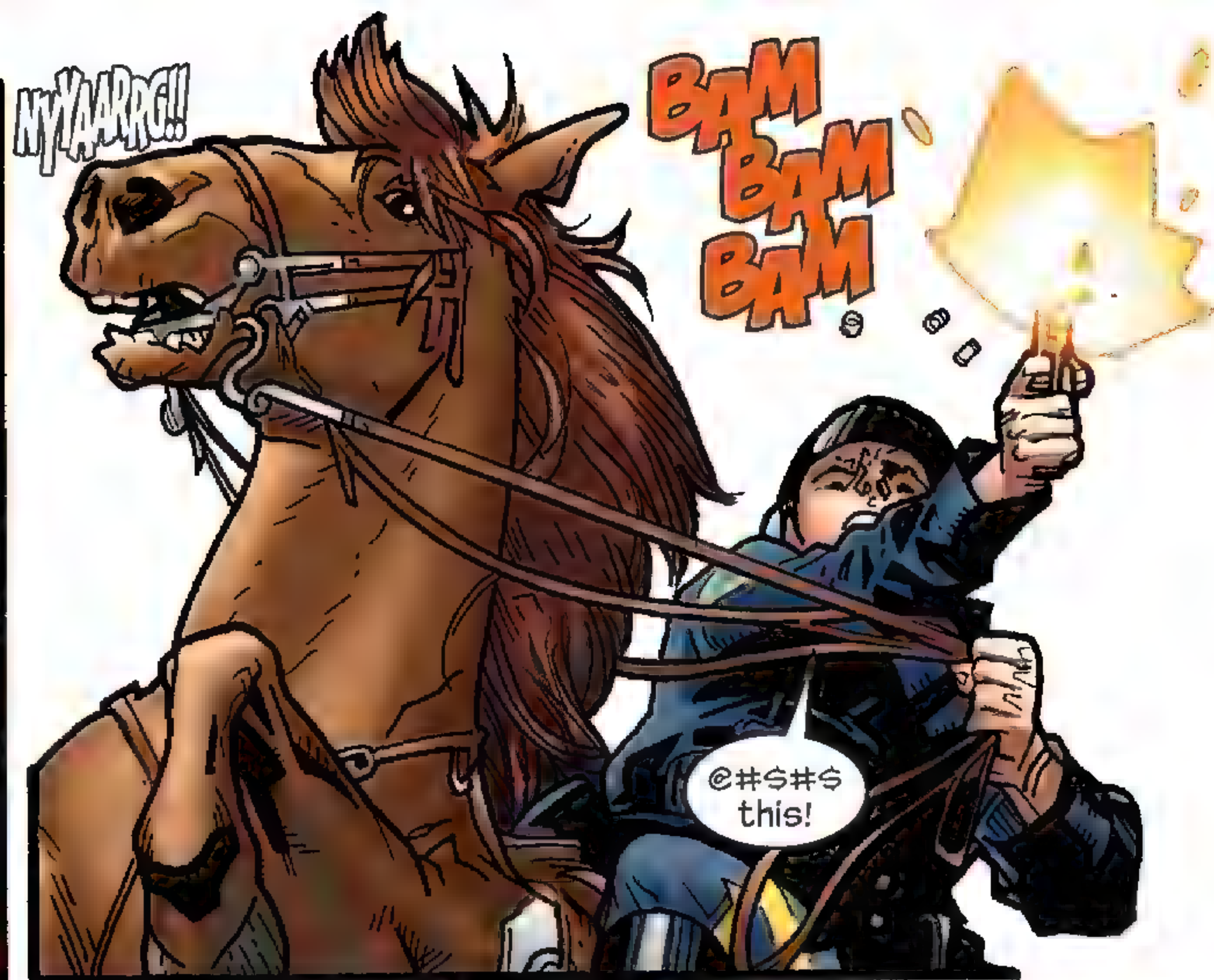




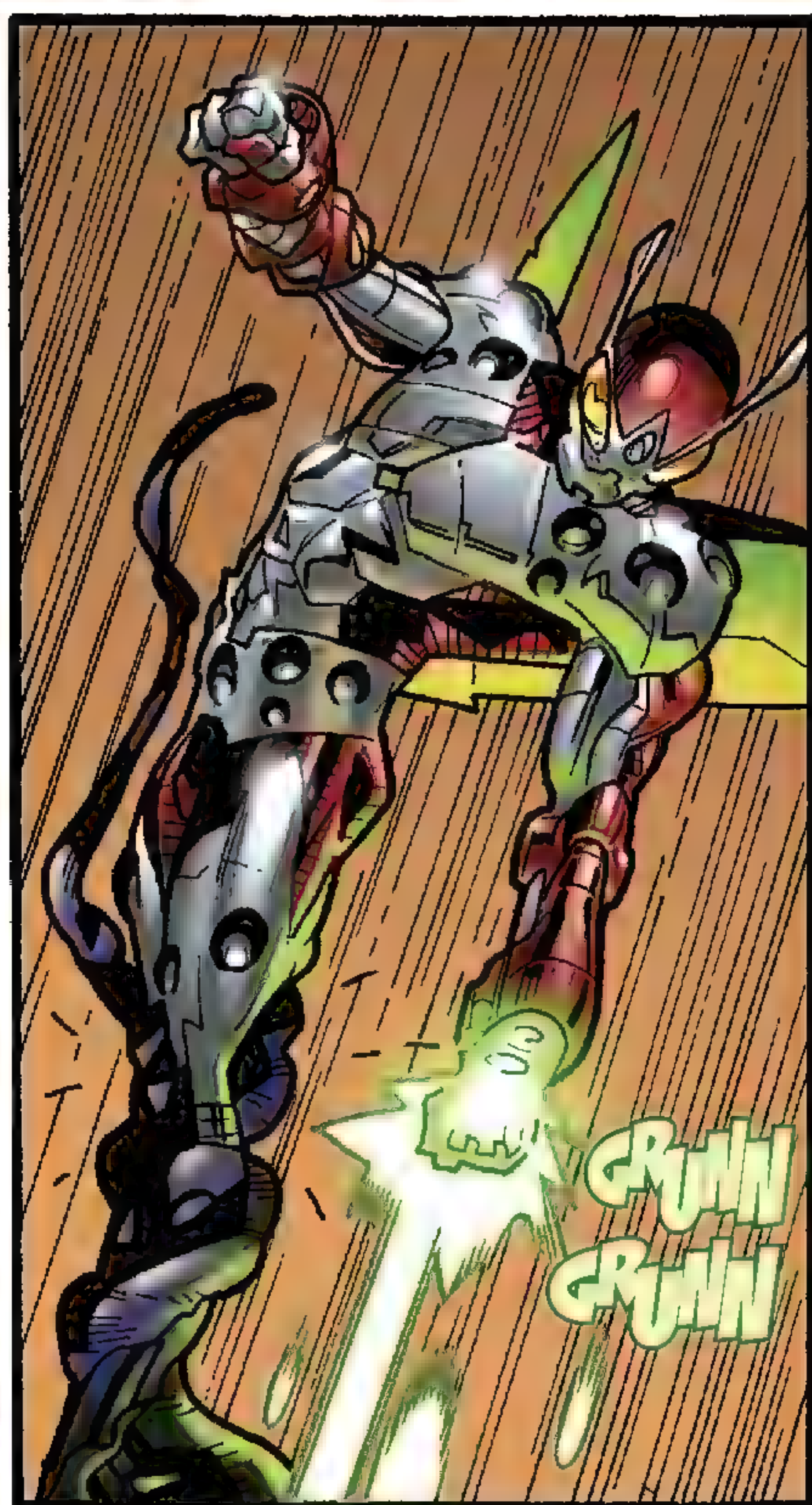




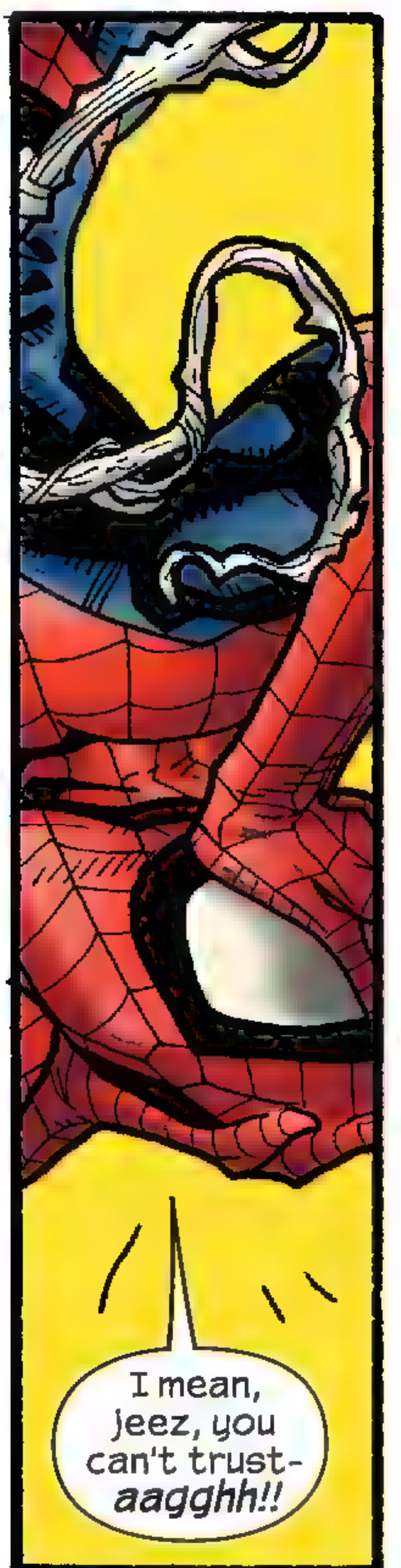
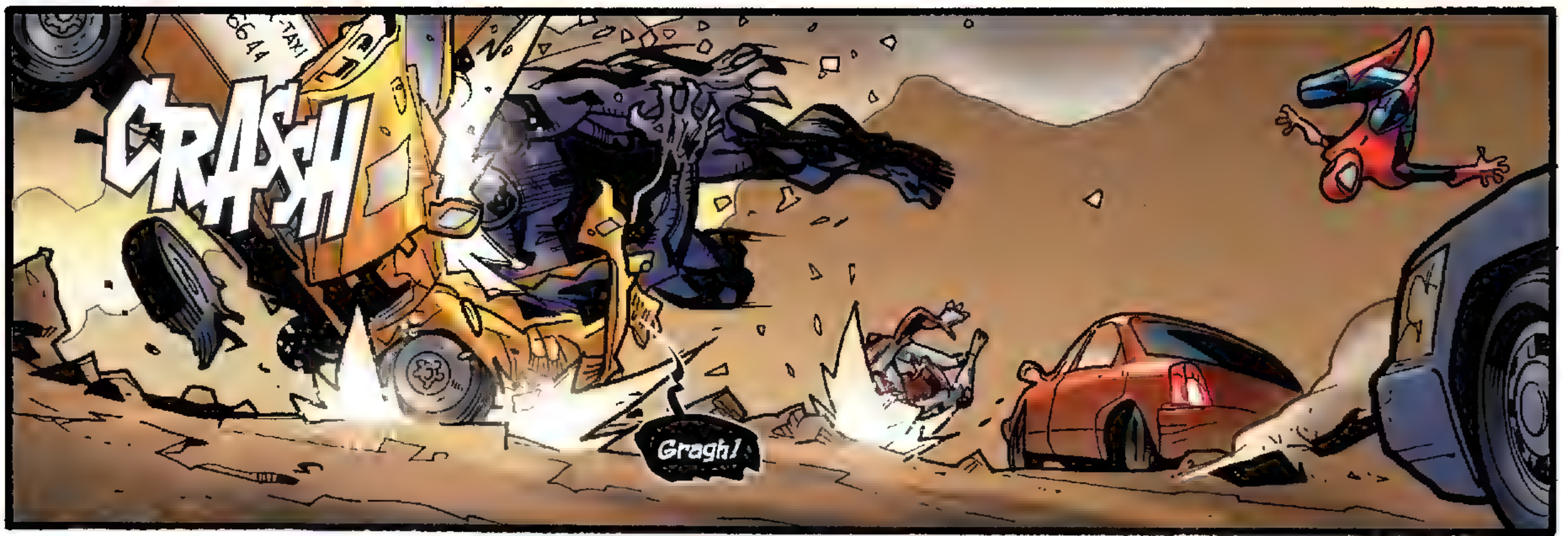




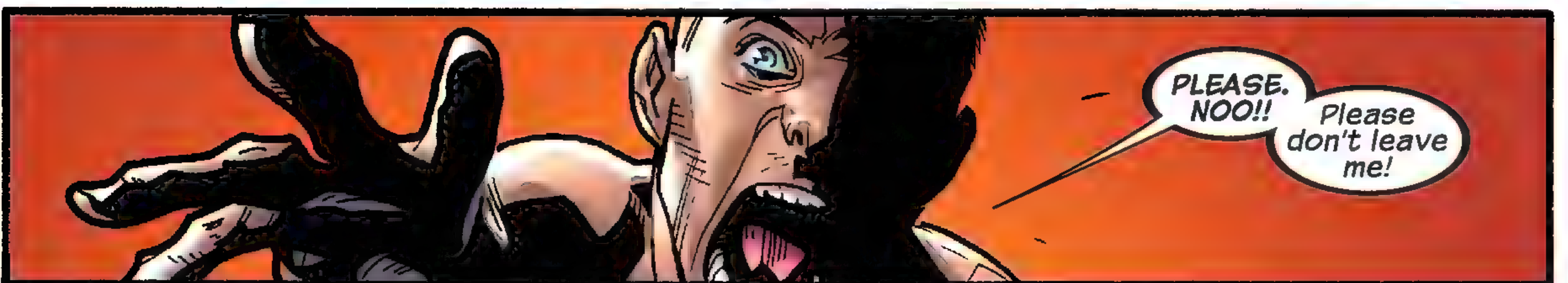
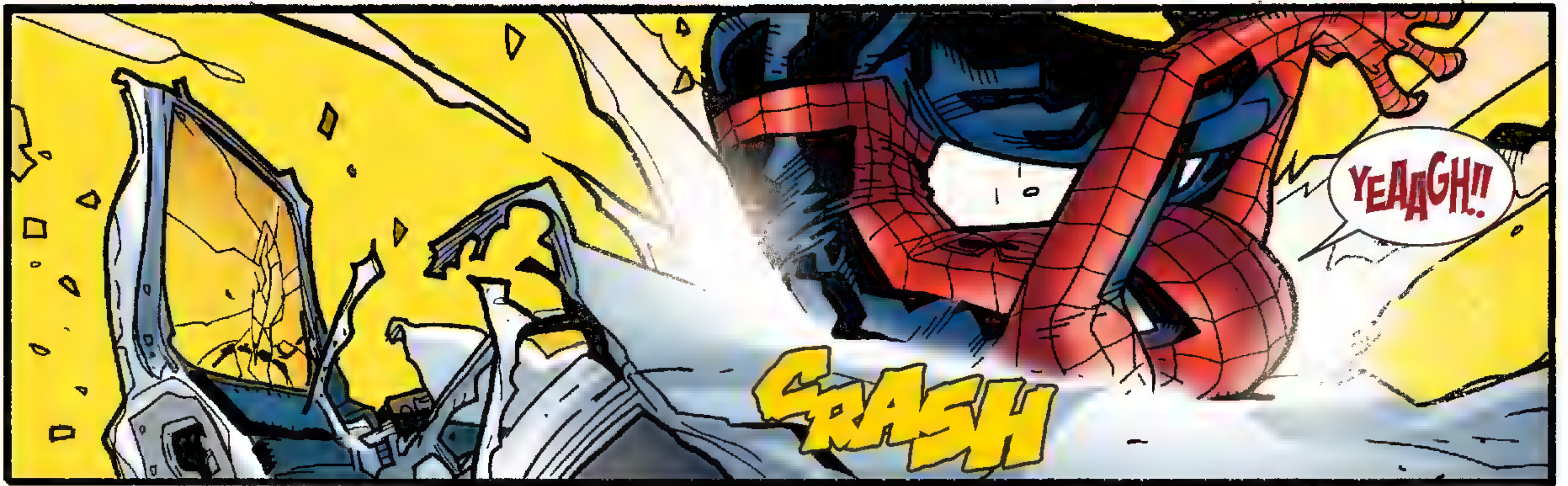






















One Month Ago.

Oh no!!  
Oh no!!

Oh no!!

Hungry!!

Please,  
God no!!

Hungry!!

No, I'm  
Peter Parker! I'm  
Spider-Man.

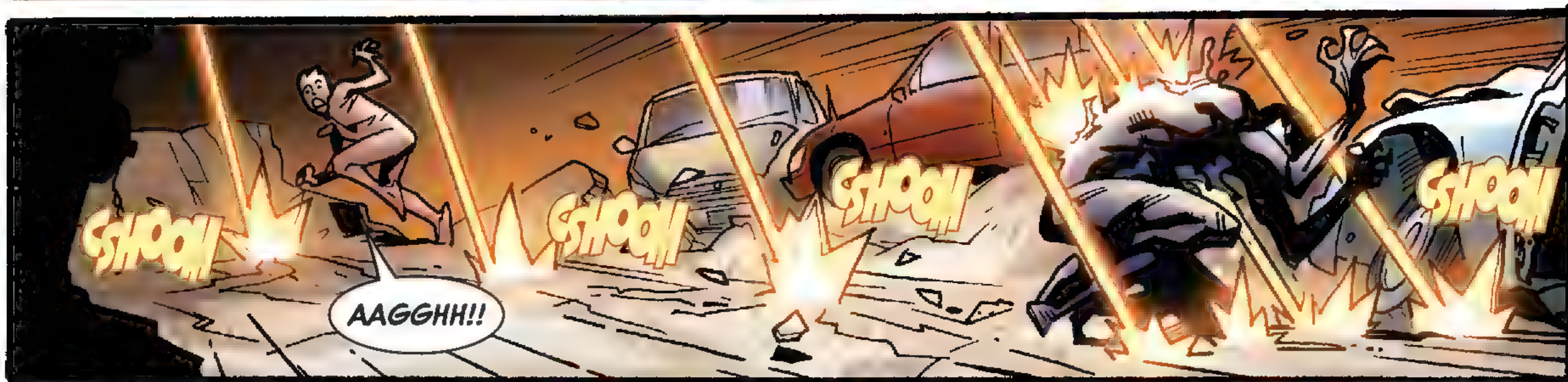
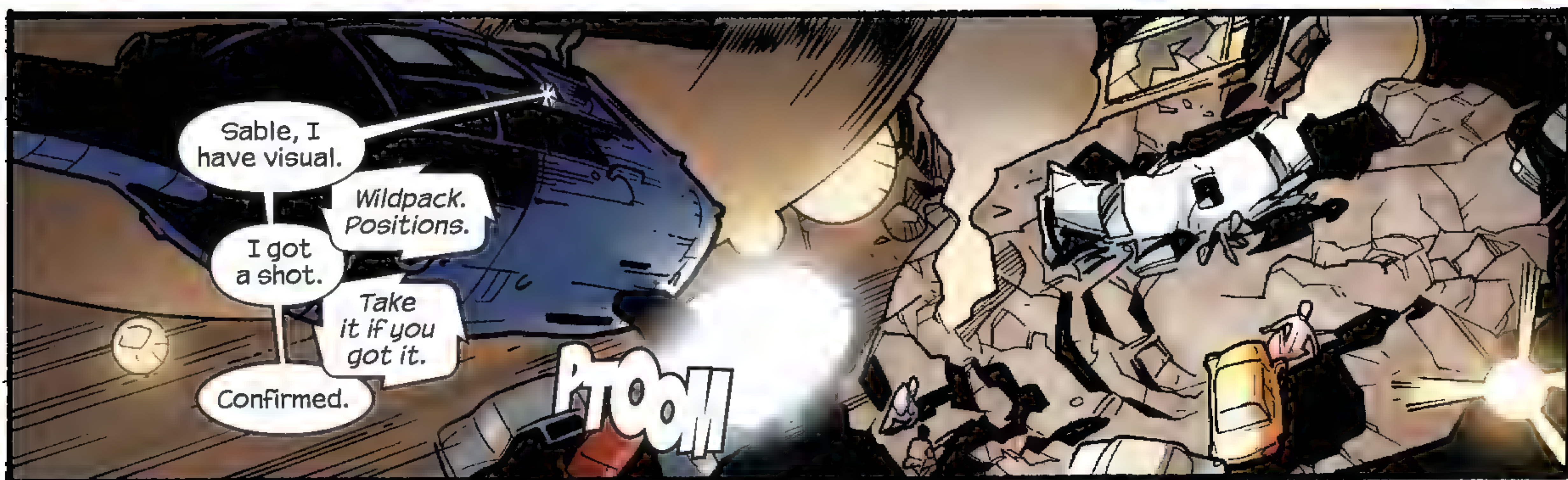
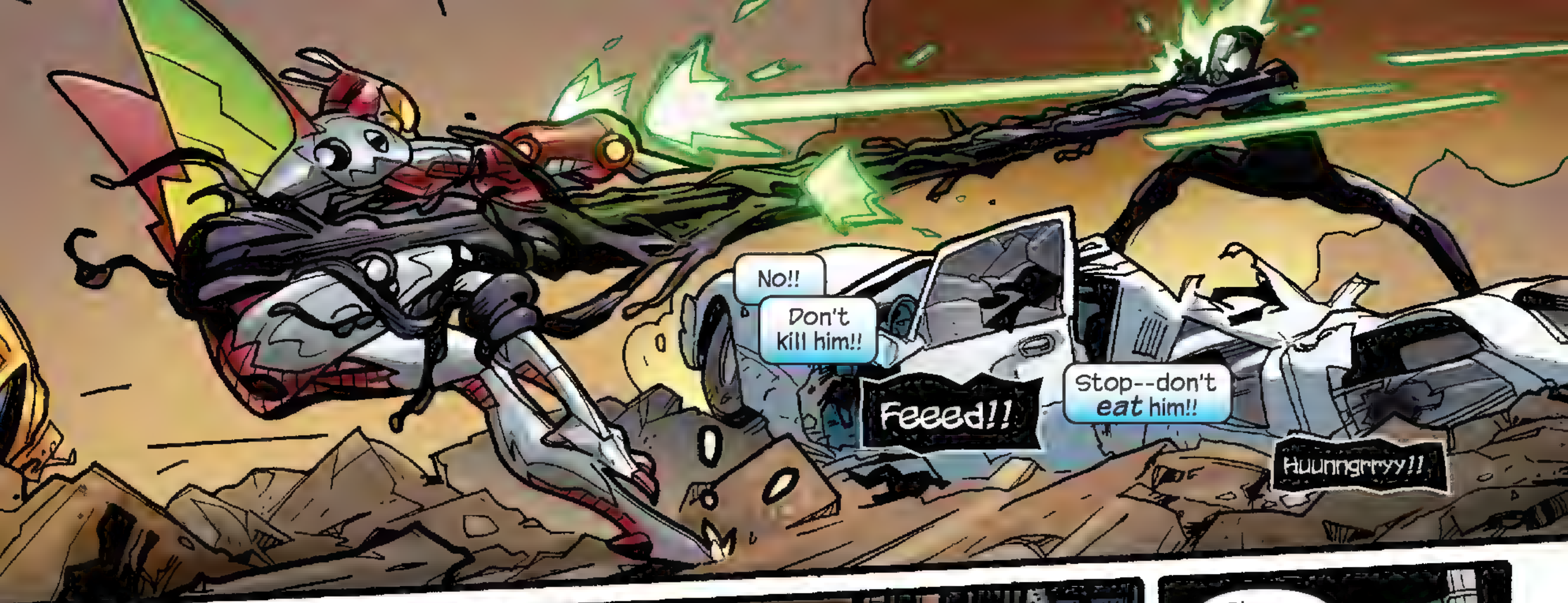
Not-  
not--

No!!!

HHUUUNGGRRYY!!











Get away!!

In position,  
Wildpack!!



Don't-  
don't hurt  
it!! It'll kill  
you.

Ppp-!!

Shut  
it!

On  
count!

Please!! I  
don't know how  
to stop this!!

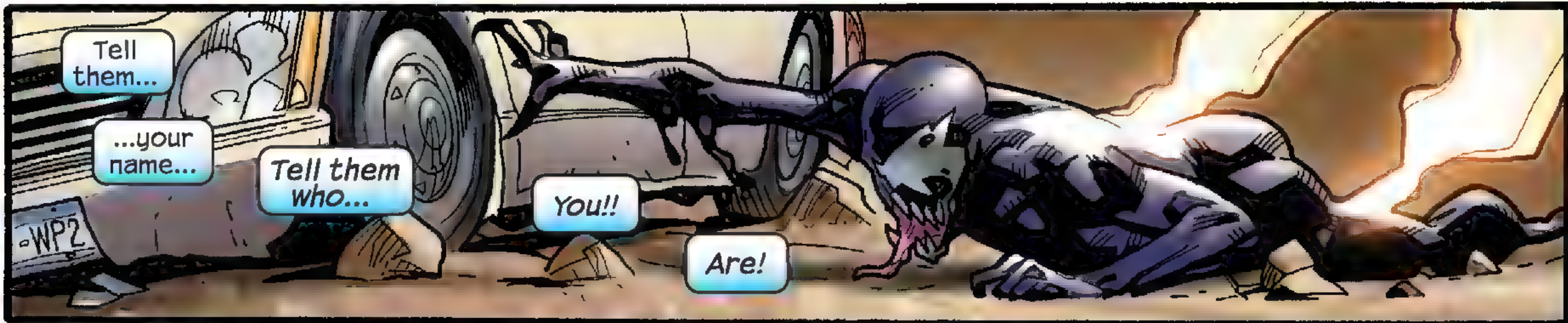


Don't.

SHOO!!

NOO!!

Fire!!



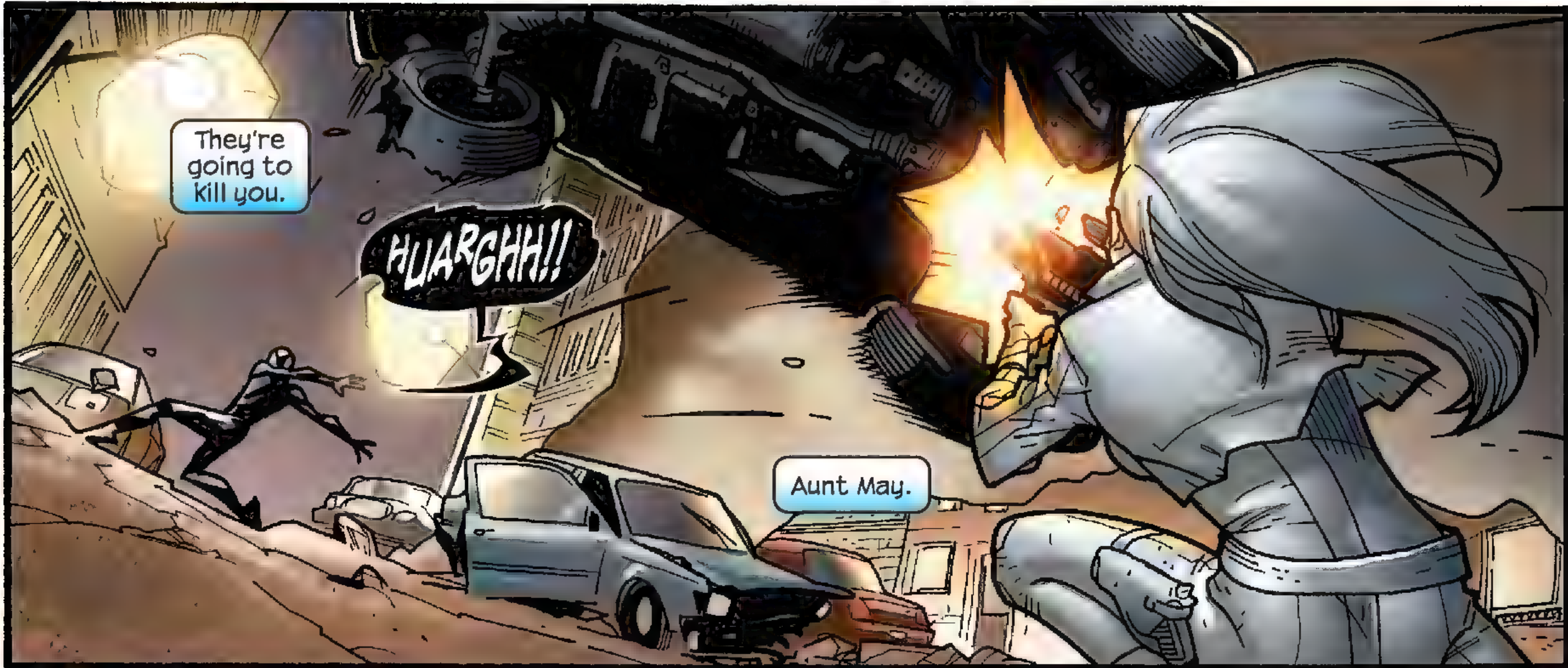
Tell  
them...

...your  
name...

Tell them  
who...

You!!

Are!

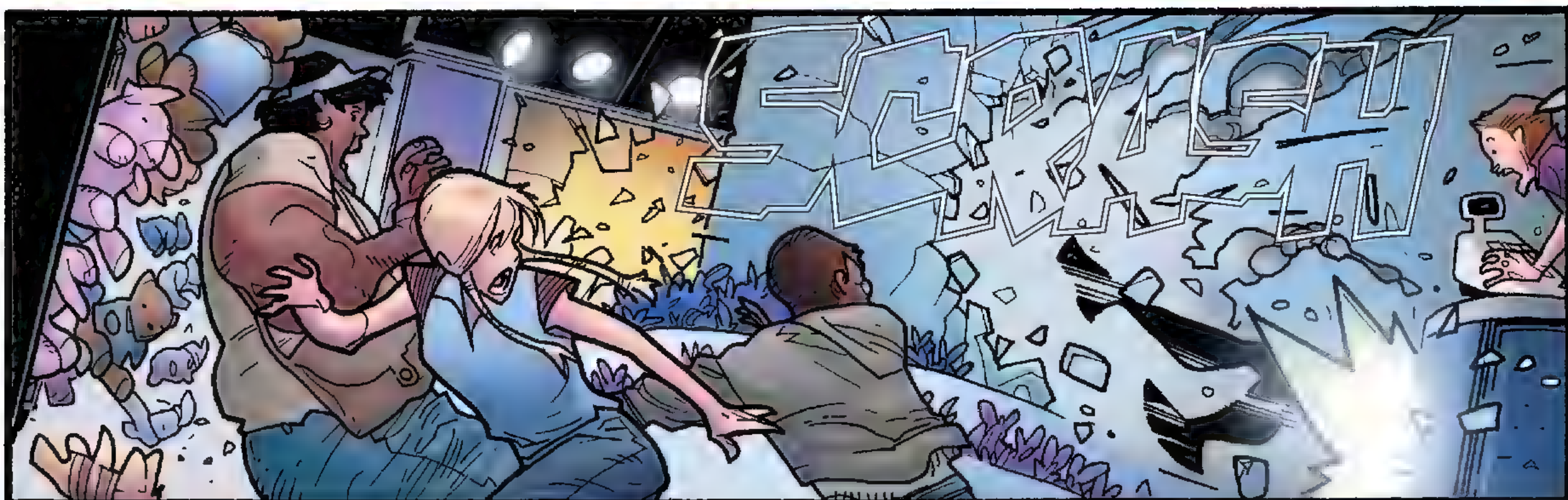
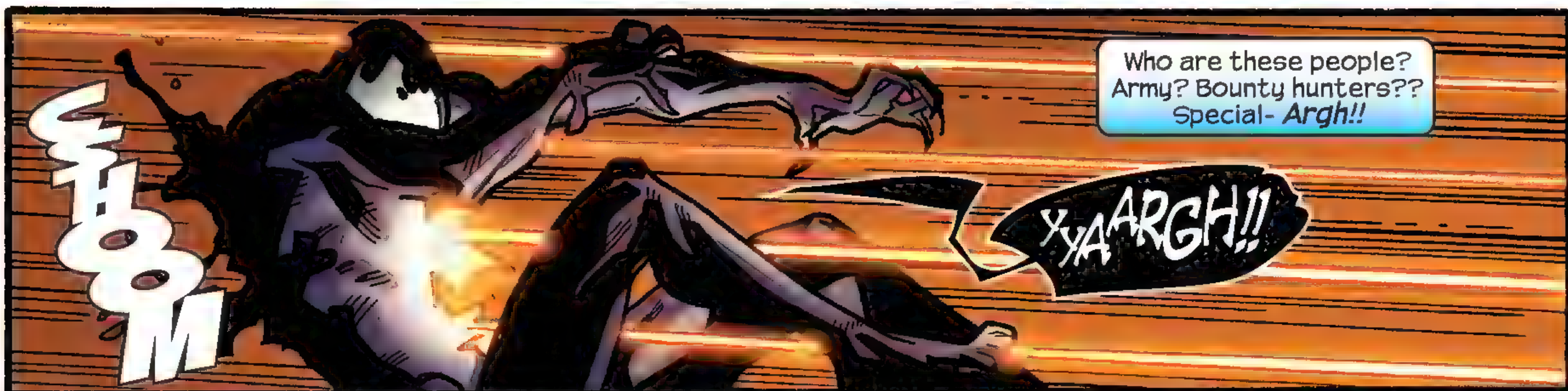
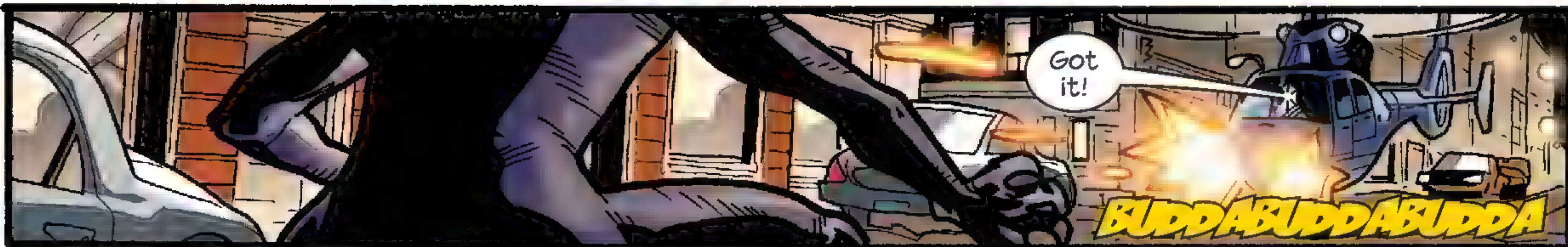
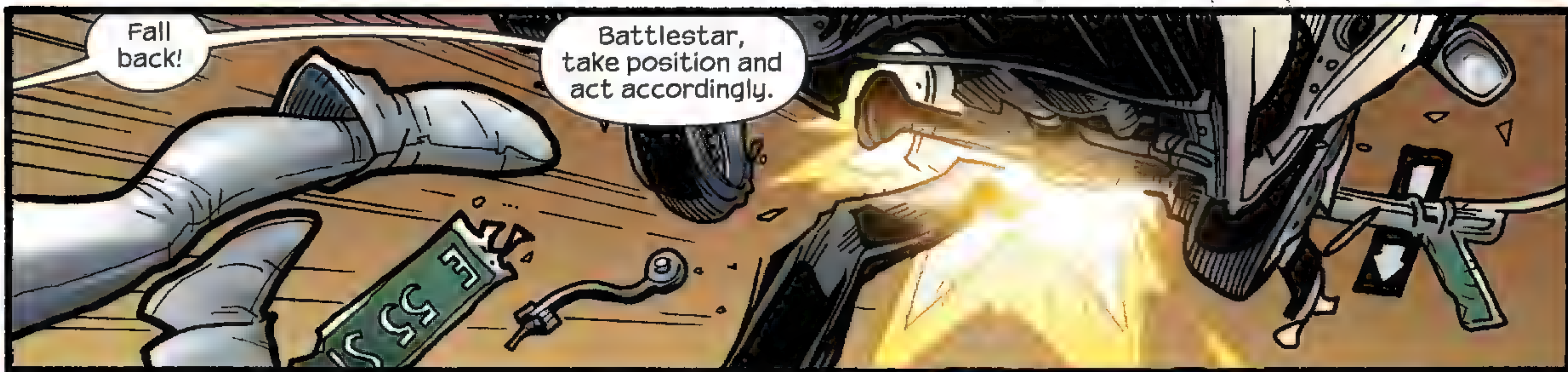


They're  
going to  
kill you.

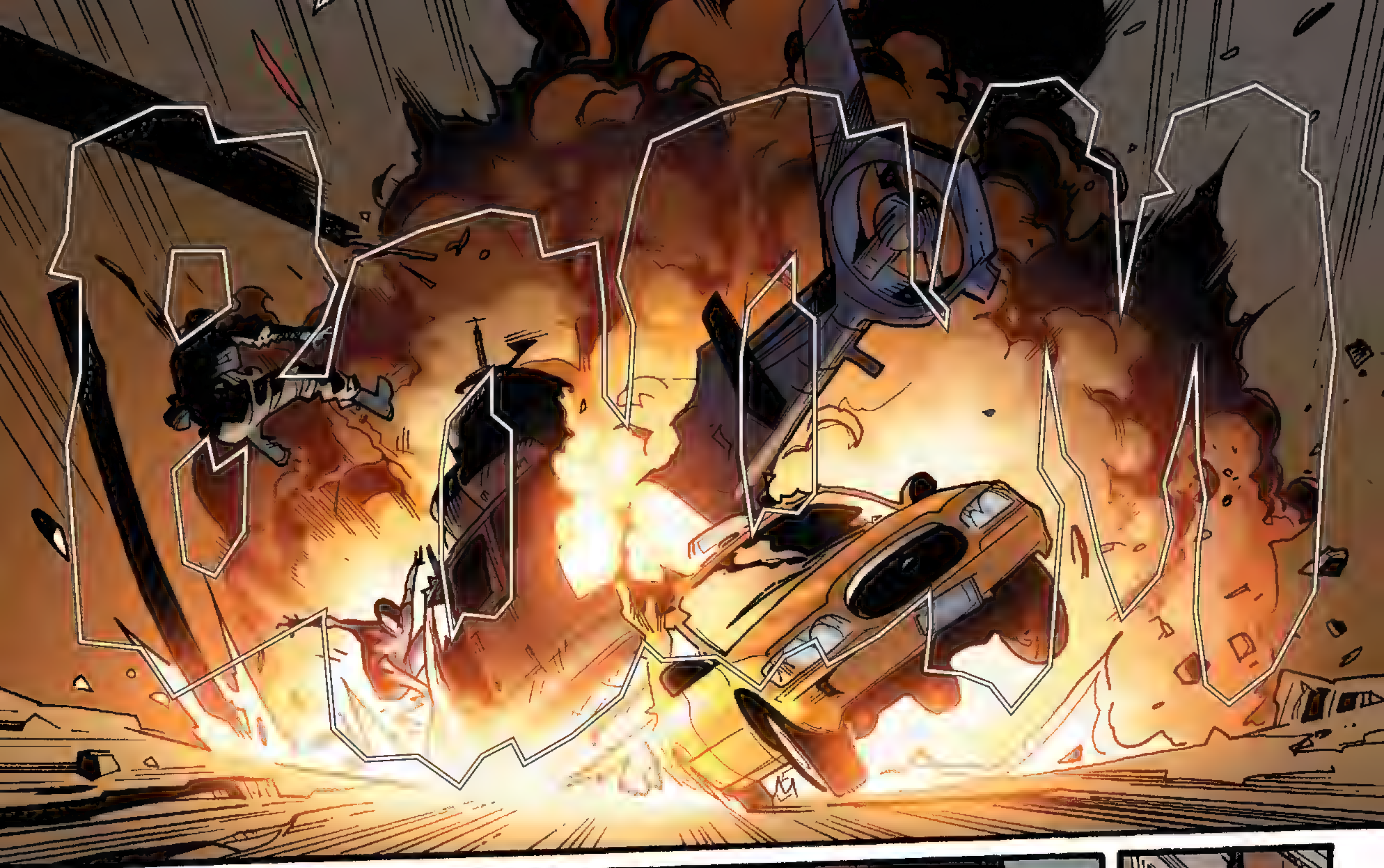
HUARGHH!!

Aunt May.













The big boys are here.

OKAY, KIDS!!  
Time to earn your paychecks!!

Alpha Team, hit the ground running, this ended two minutes ago.

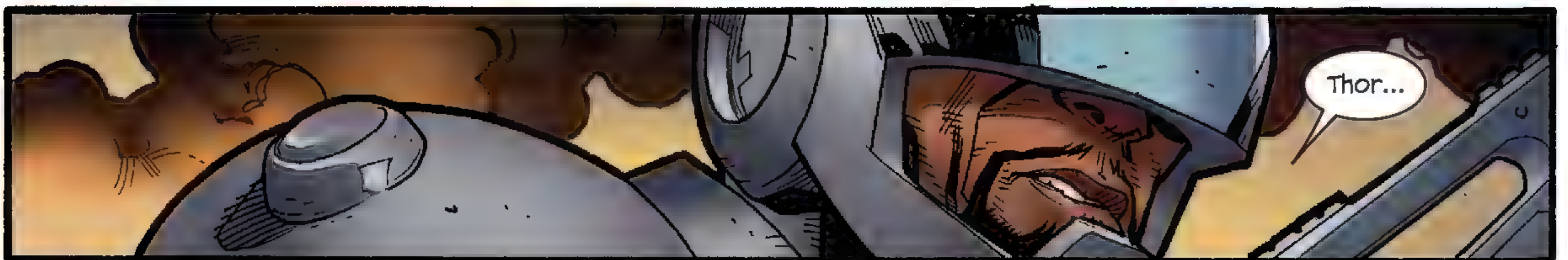
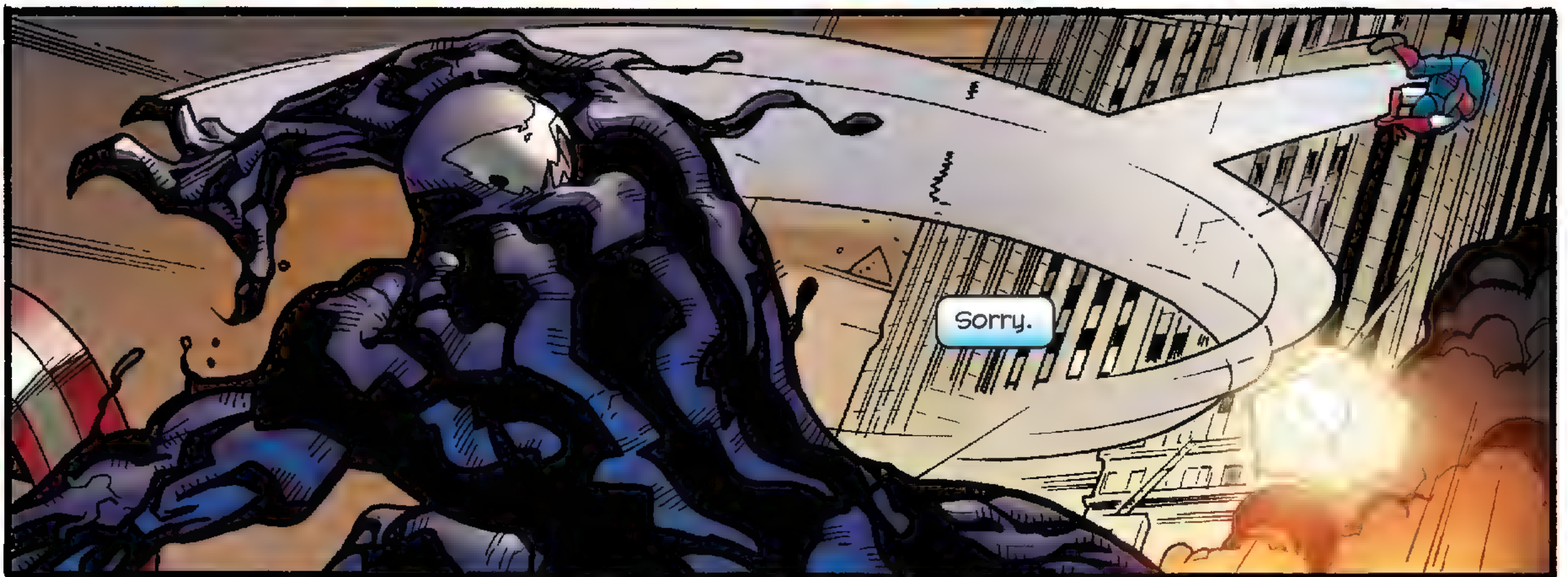
Paychecks?

For what we get paid, that's hardly a motivating little speech you got there, Fury.

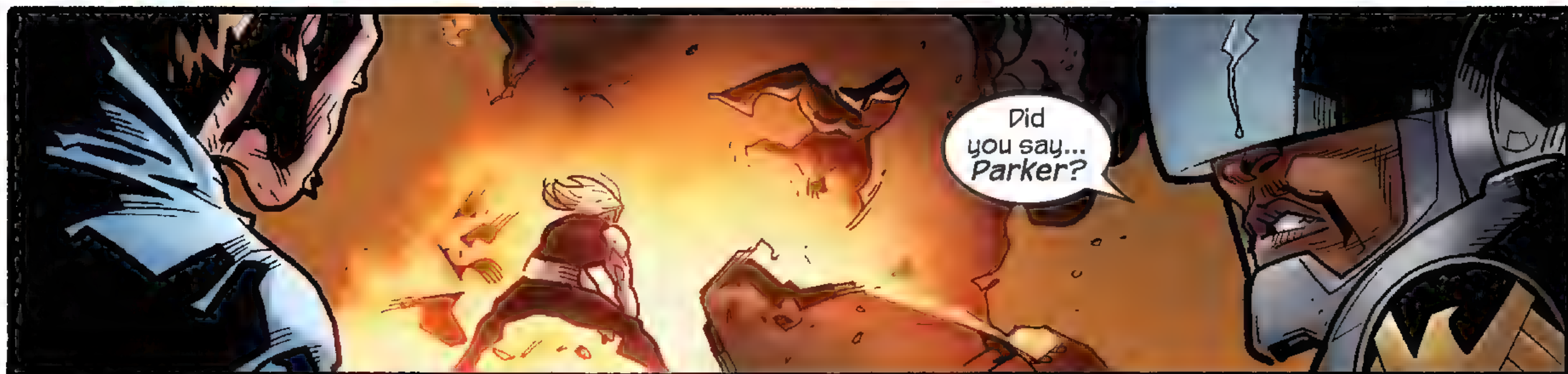




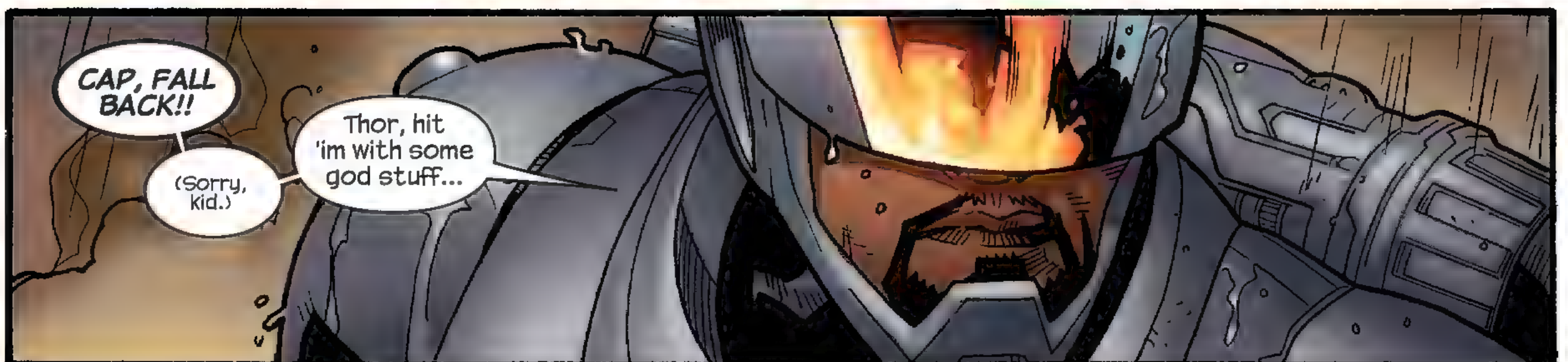
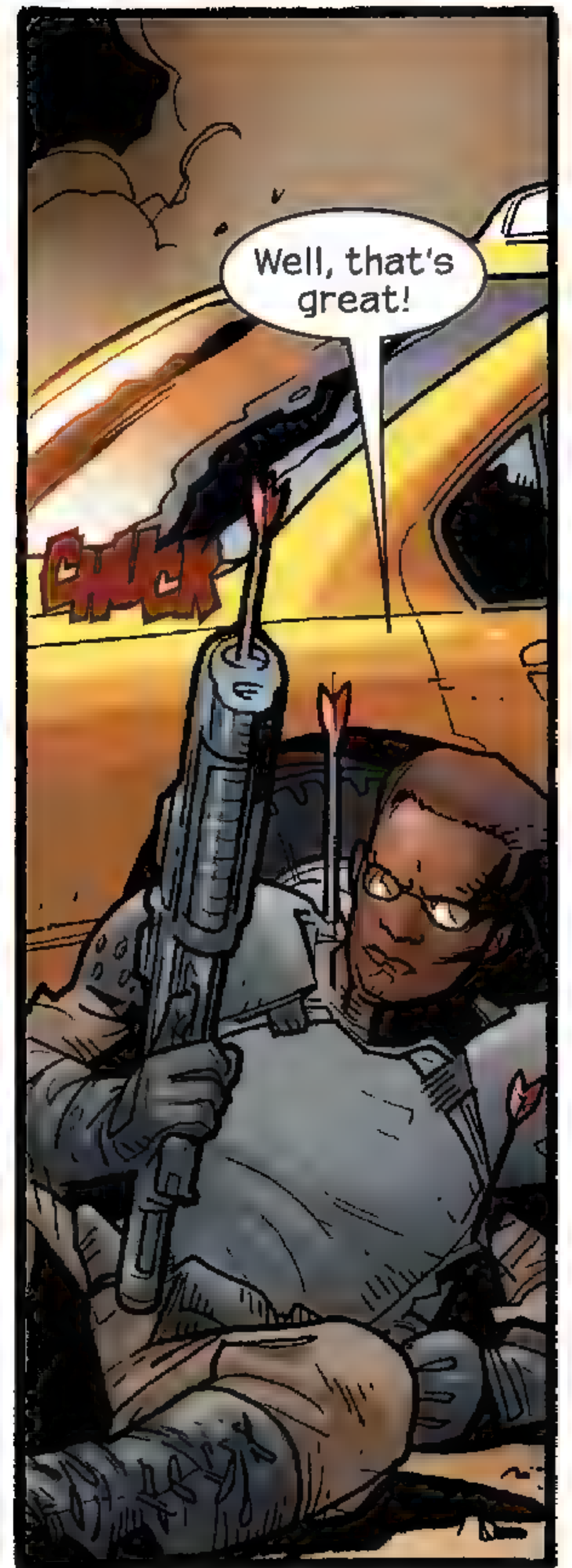




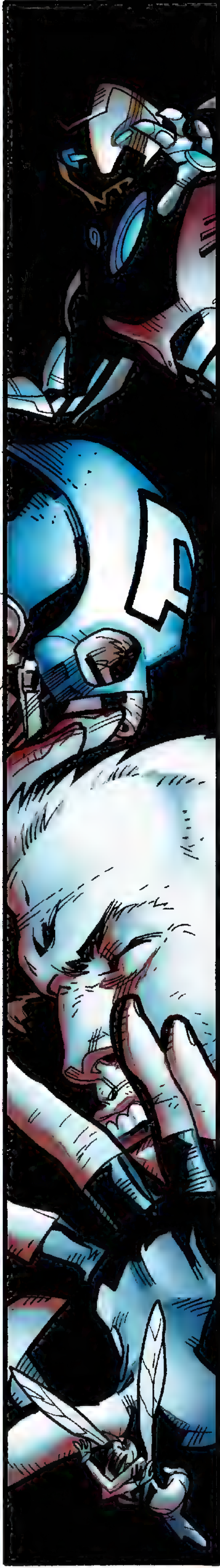
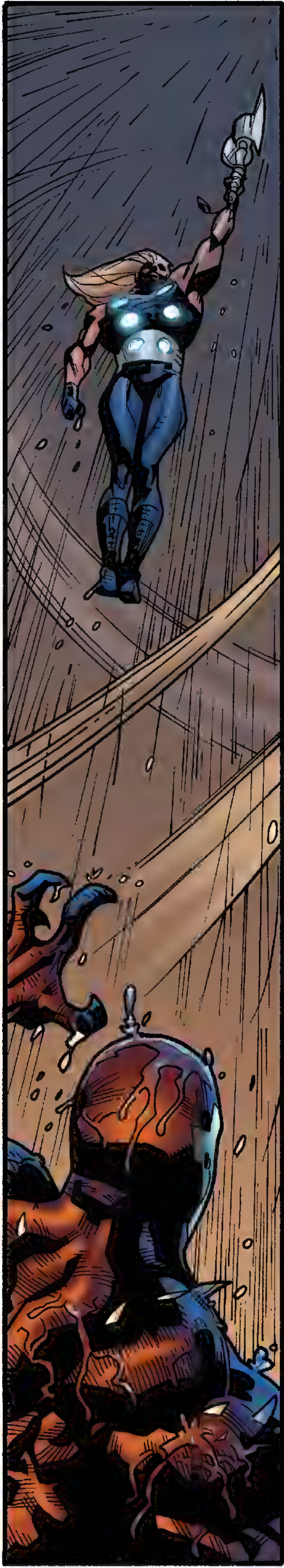




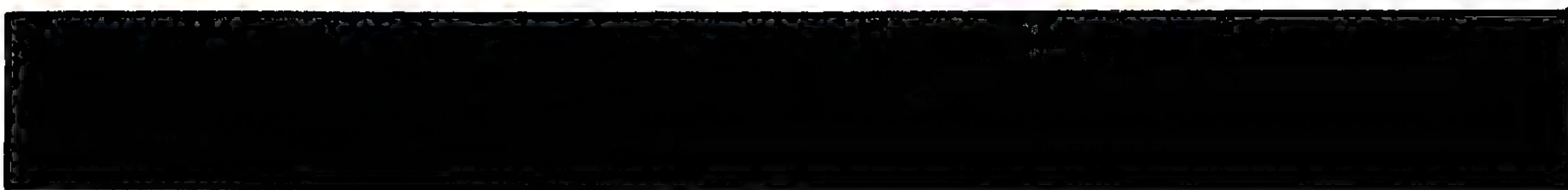




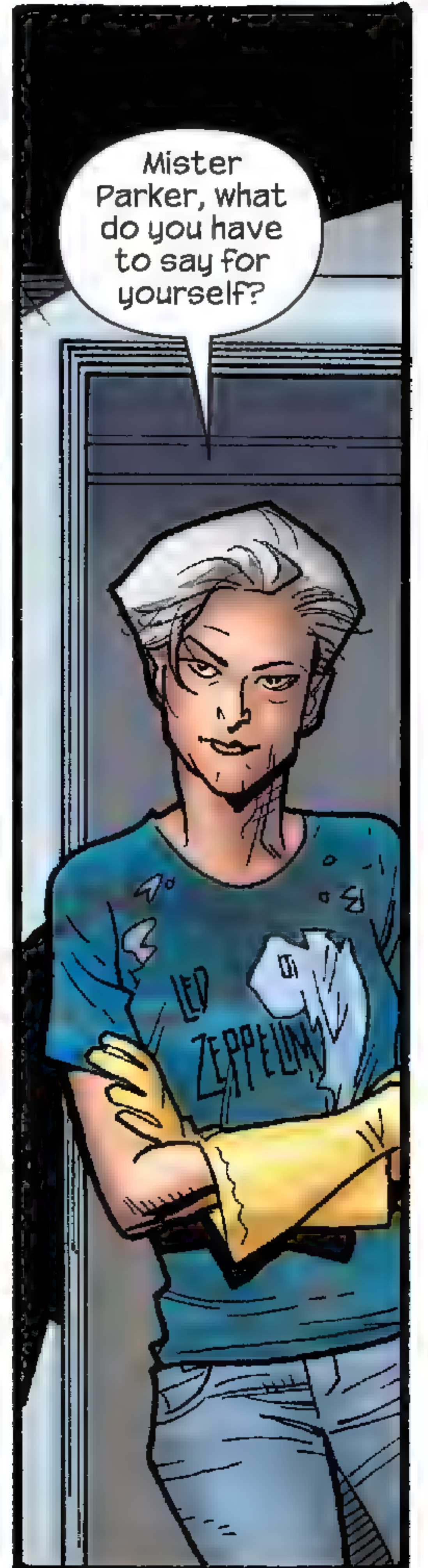
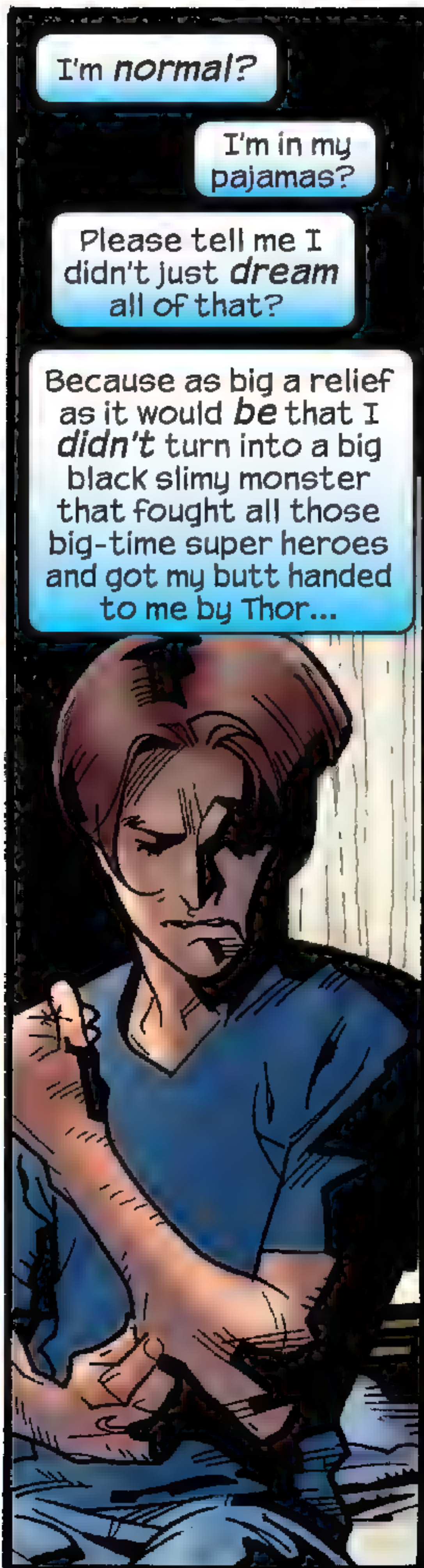
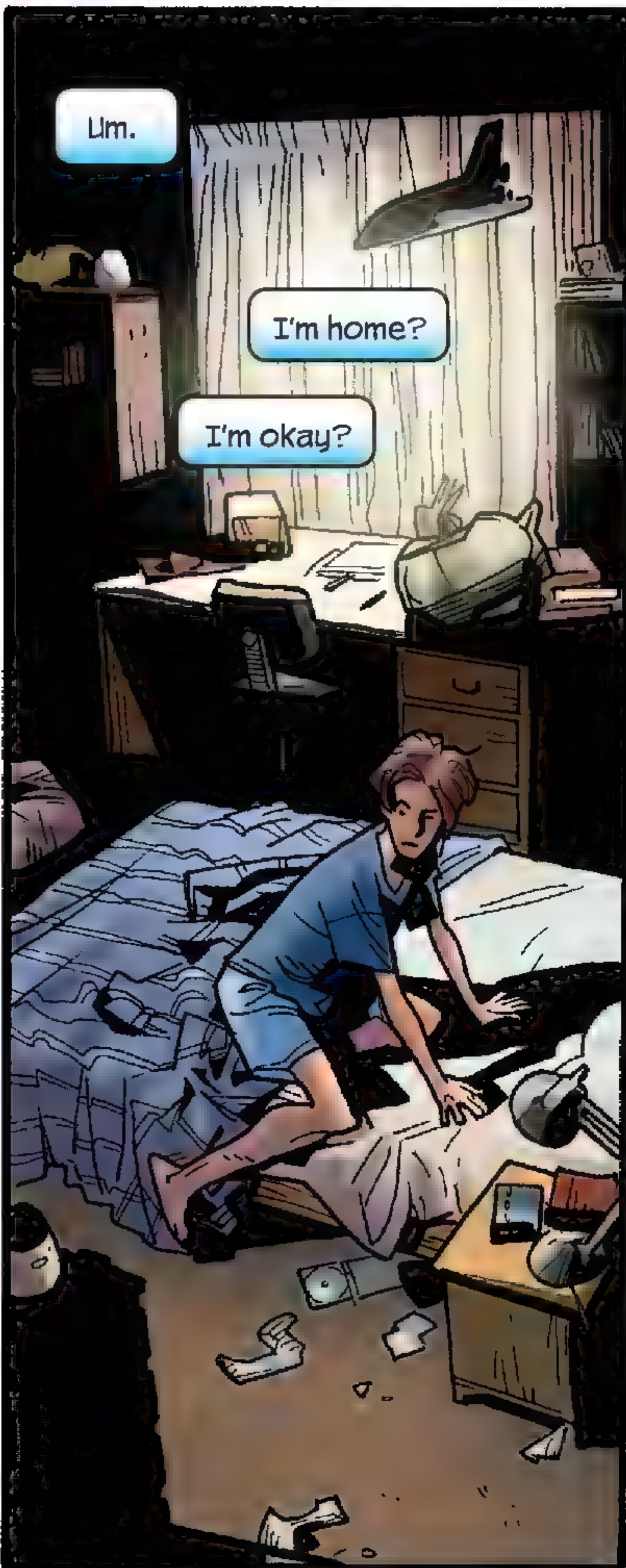
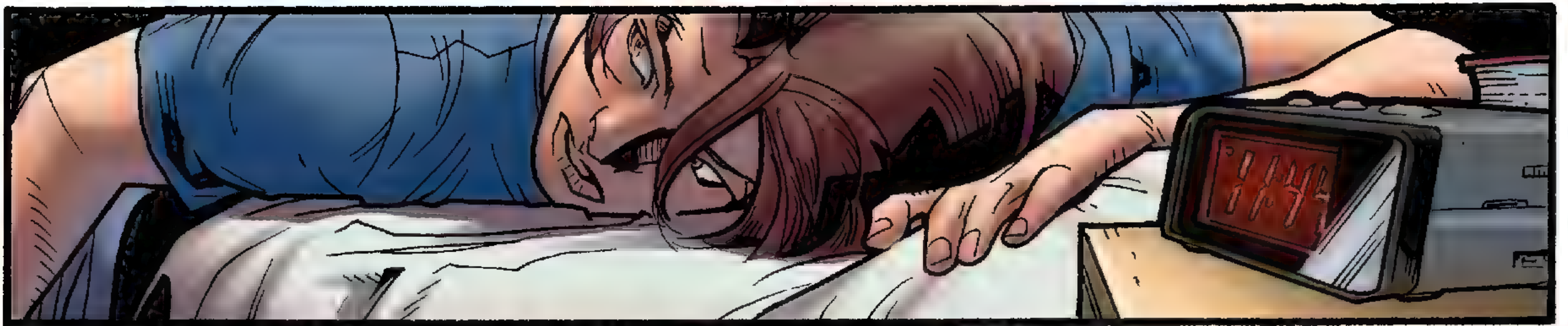
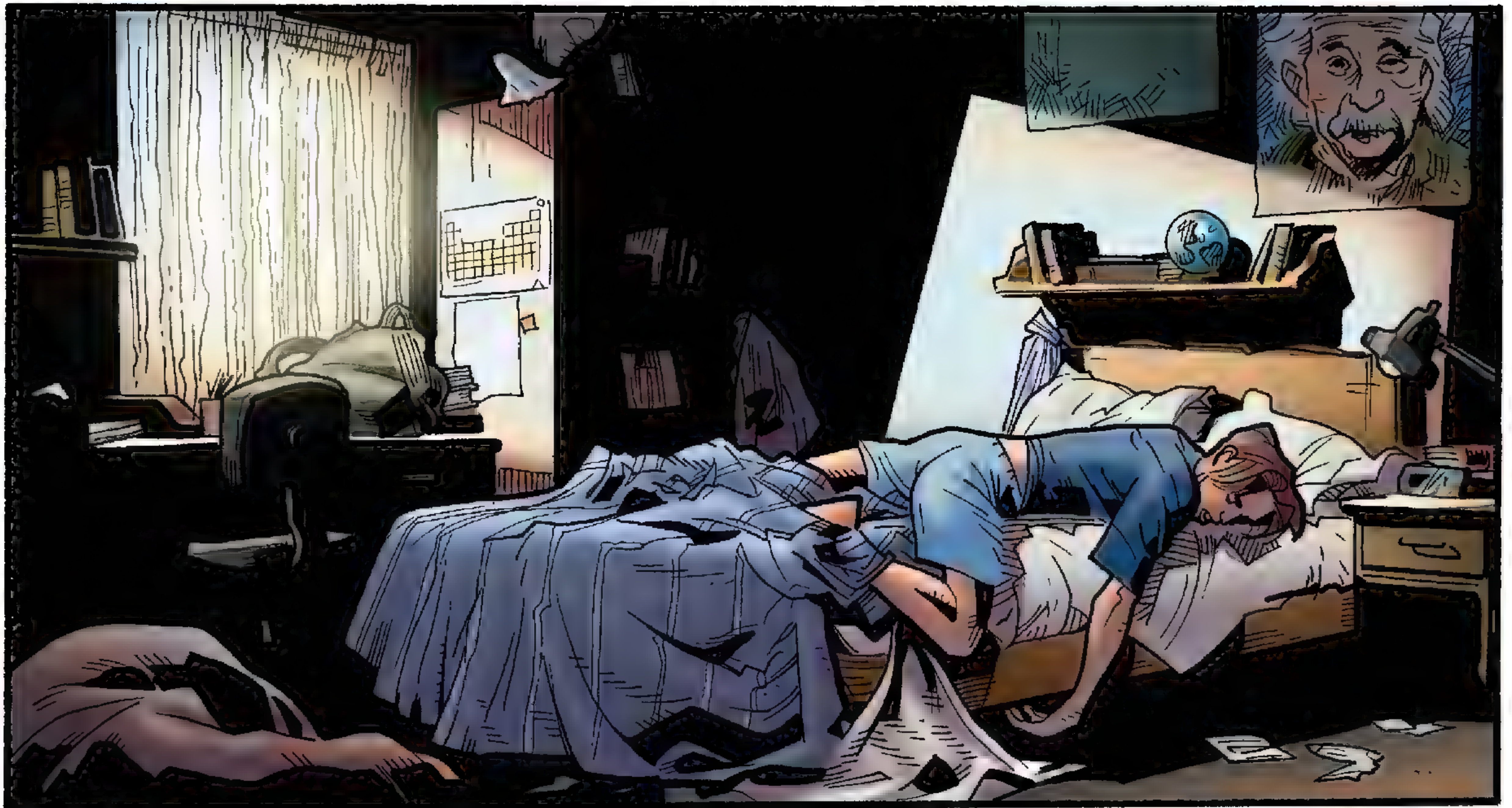




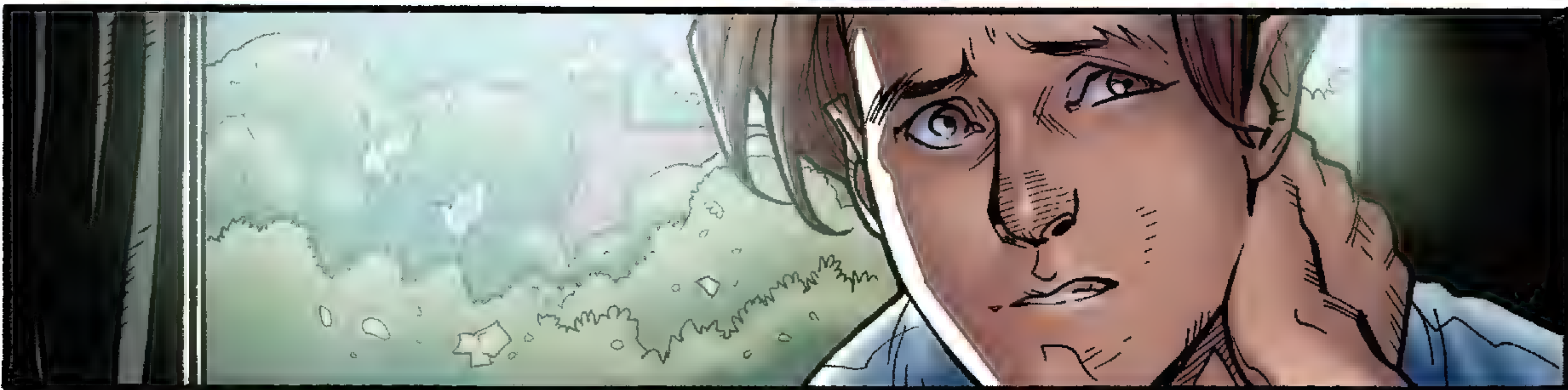
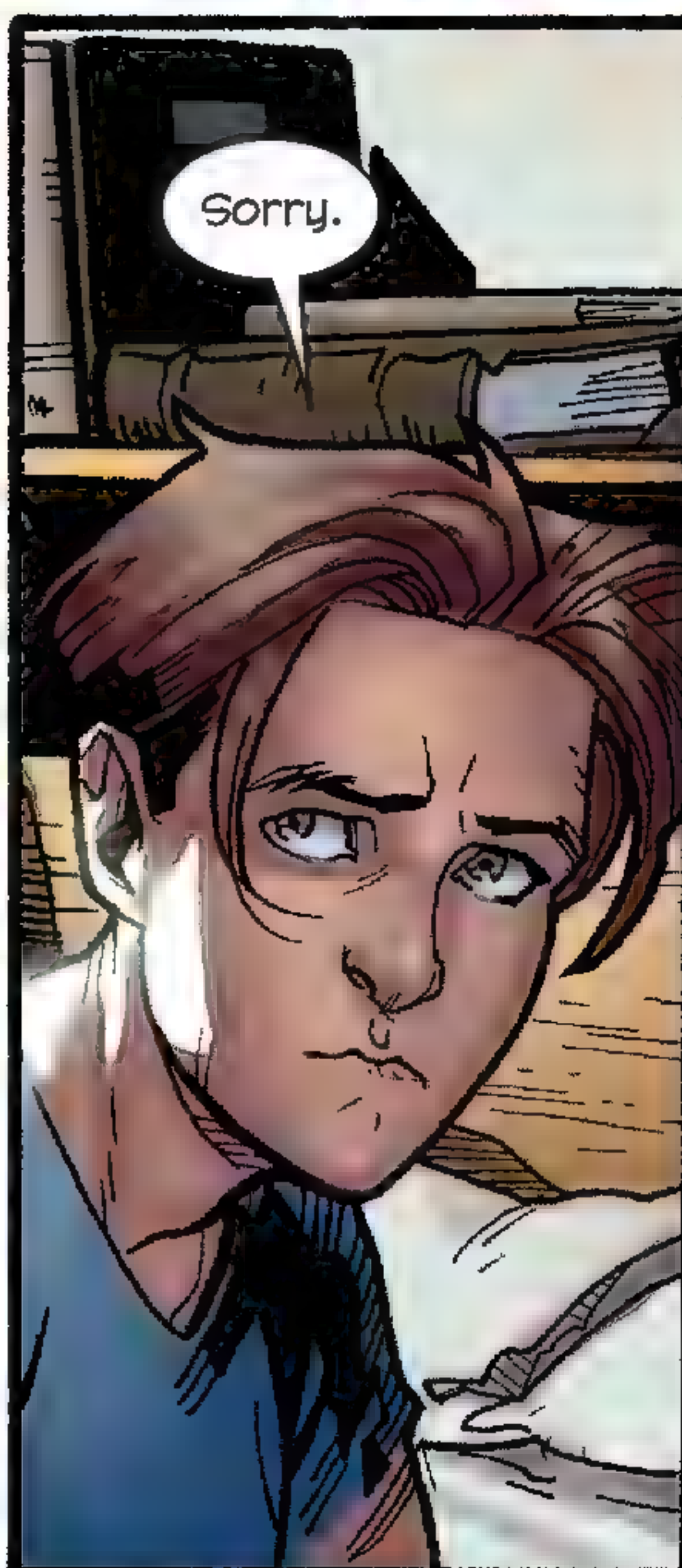
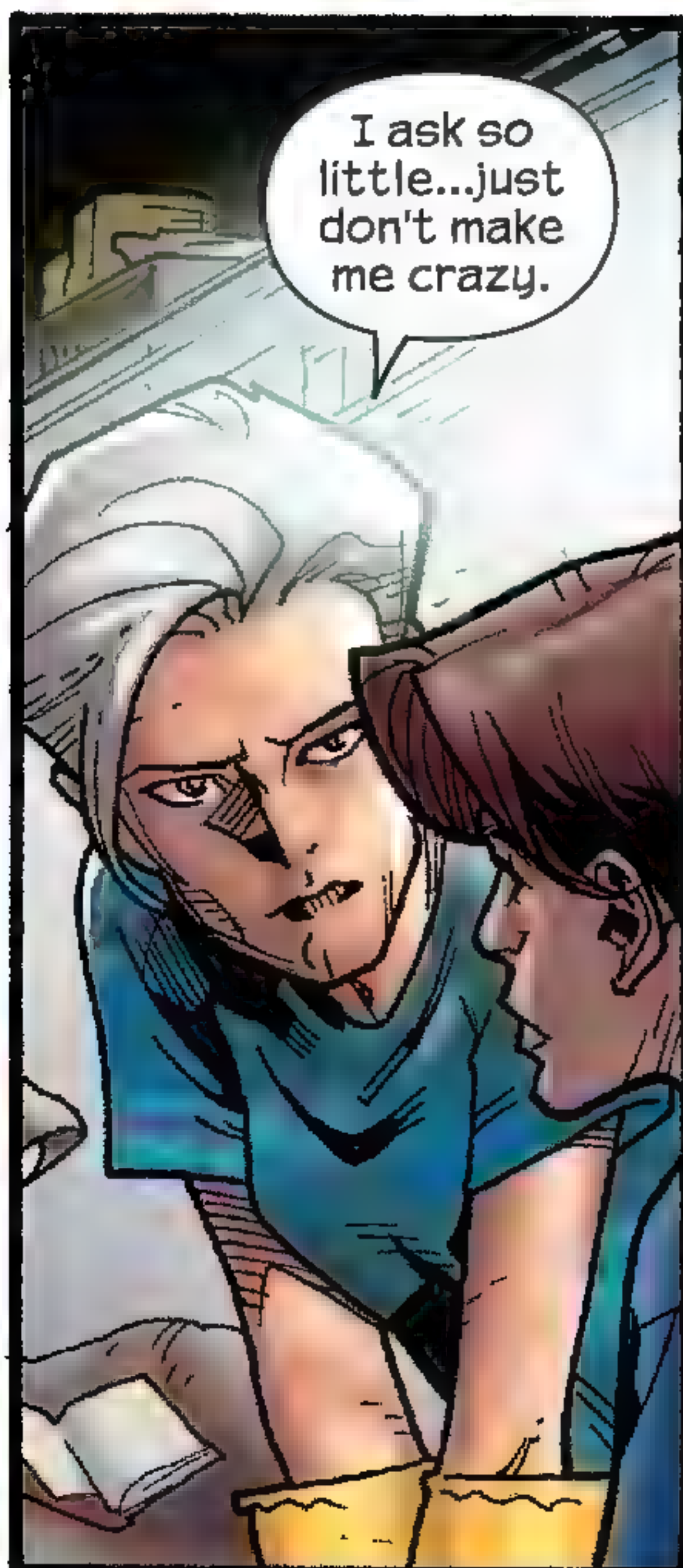
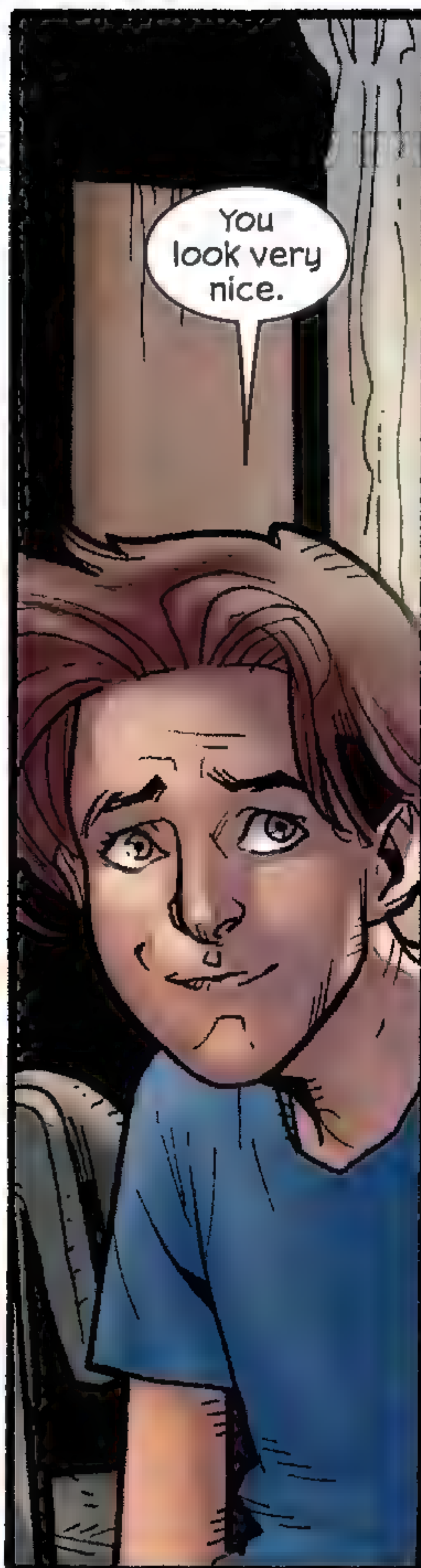
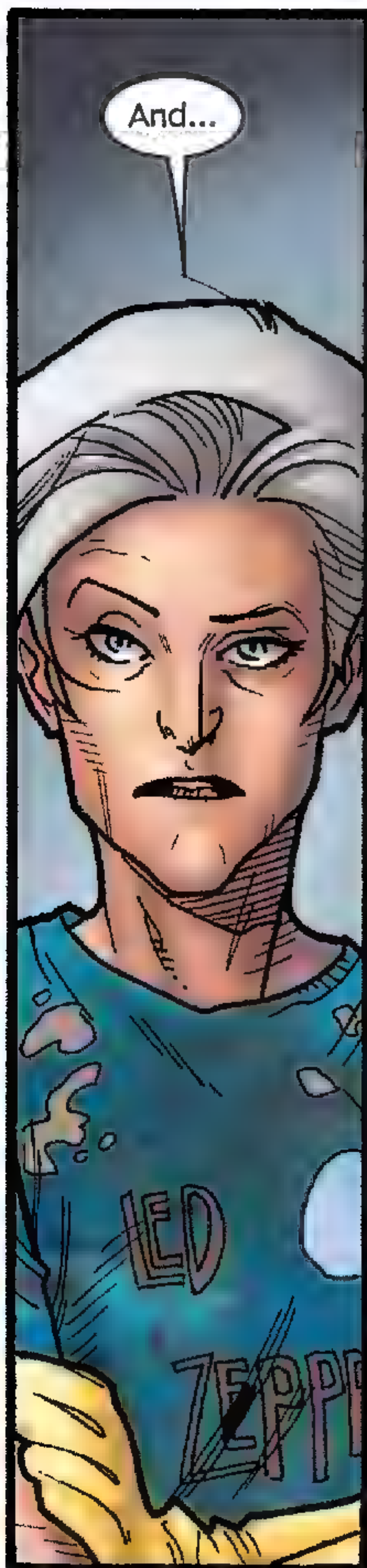
















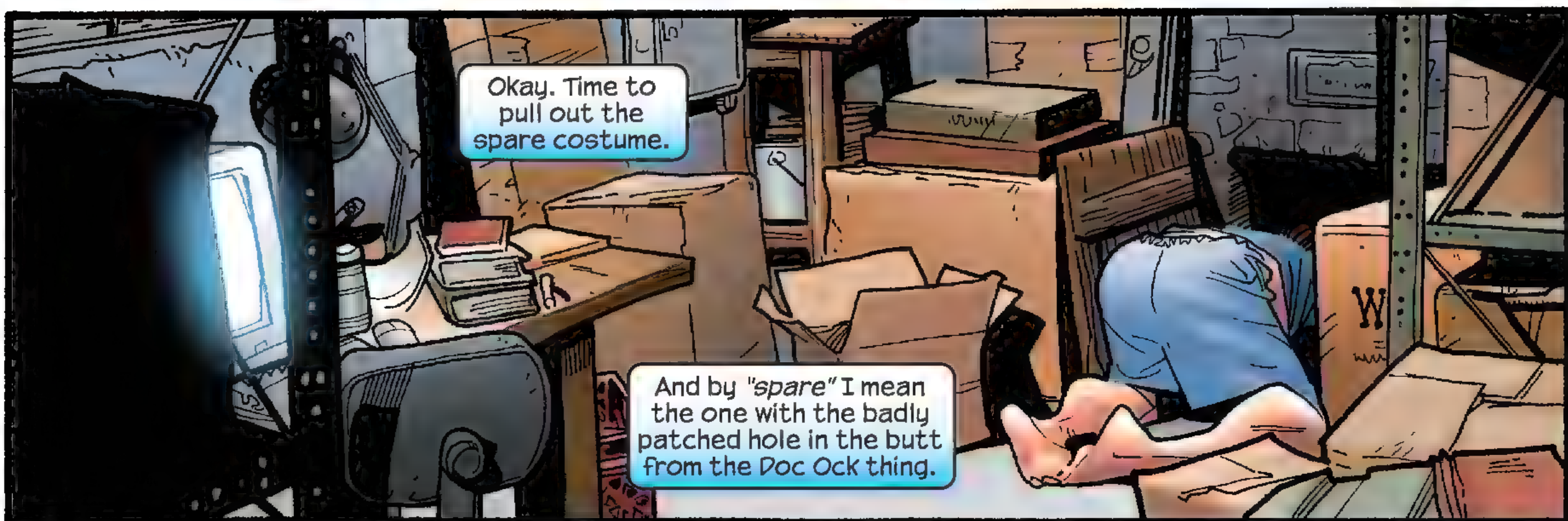
COME OVER WHEN YOU WAKE UP

**From**

oneeyedeagle@ultimates.gov

**Subject**

COME OVE







And my web-shooters are missing.

I only had one spare.

No web-shooters and a hole in my butt.

Iron Man does *not* have these problems.

No.



Note to self.

Spare costumes and more web-shooters.

Oh, and check yourself into a loony bin.

And start practicing rubbing your fingers up and down on your lips and making crazy-person noises.



The Triskelion.

How *real* super heroes live.



Hey kid, how ya feelin'?

How did you know I was coming?

Are you spying on me?

You have your powers, I have mine.

Only a little. You're welcome.



Hey kid, Tony Stark, Iron Man. We've met before.

What ha--?

You getting any dizzy spells? Or--

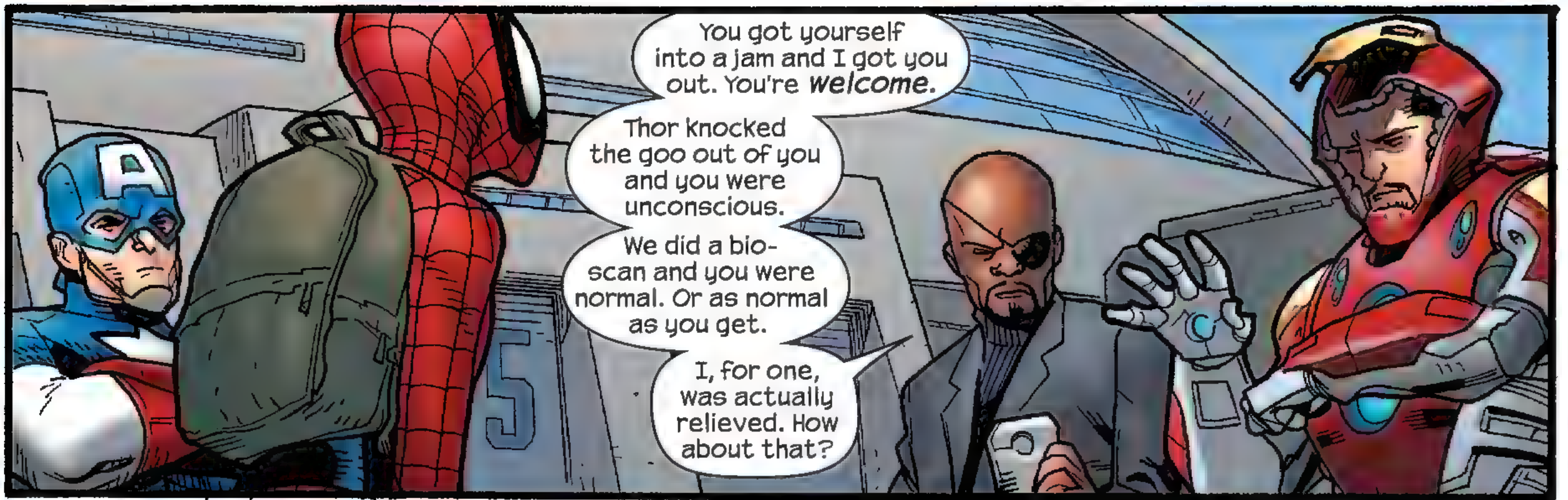
No, I'm just--

Did you ever have a parasitic experience like that before last--?



What happened??!!





You got yourself into a jam and I got you out. You're *welcome*.

Thor knocked the goo out of you and you were unconscious.

We did a bio-scan and you were normal. Or as normal as you get.

I, for one, was actually relieved. How about that?

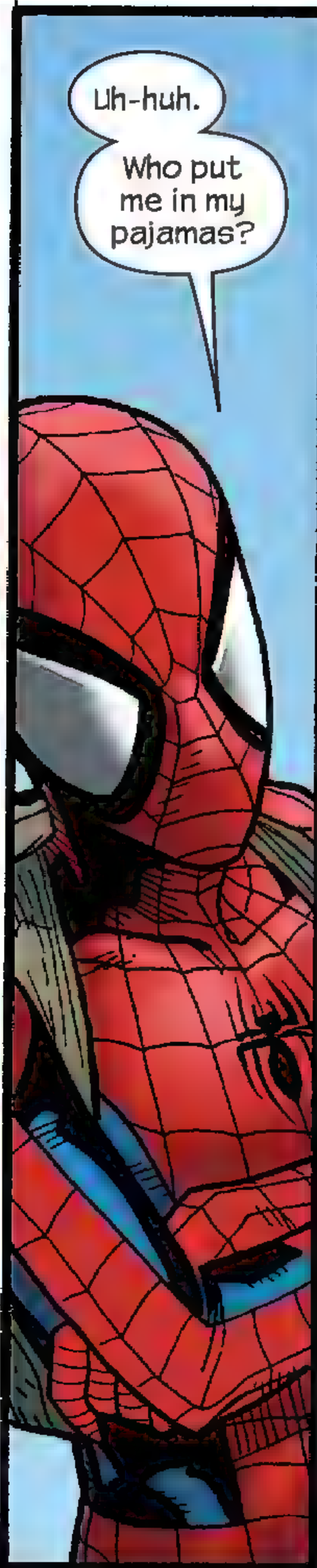


How *did* you get your powers?

And I figured, hey, you took one for the team last night...

I say--I'll get you home and take care of things.

You got smacked around pretty good.



Uh-huh.

Who put me in my pajamas?



Well, you can't sleep in your ratty costume.

You drugged my aunt and put me in my bed?

Little bit. You're welcome.

Where's Eddie?

Eddie...?



Eddie Brock. He had the suit.

The suit?

The goo. The black goo parasitic thing.

Yeah, yeah... the other guy. Him, we lost in the crowd.

You *lost* him?

It was chaotic. But we have the goo. We have the Silver Sable, too.



Who?

Silver-haired girl who was firing weapons and dropping helicopters on you.

Who is *she*?

Bounty hunter. She'll cooperate or she's never going to see the light of day.



You have the suit.

Suit?

**THE BLACK GOO!**

Why are you calling it the suit?





We have it.

It is fascinating. It's a true genetic abomination.

Tony, how're his vitals now?



He's okay. I'd like to get my hands on some of his blood and urine, though.

The suit. The black goo.

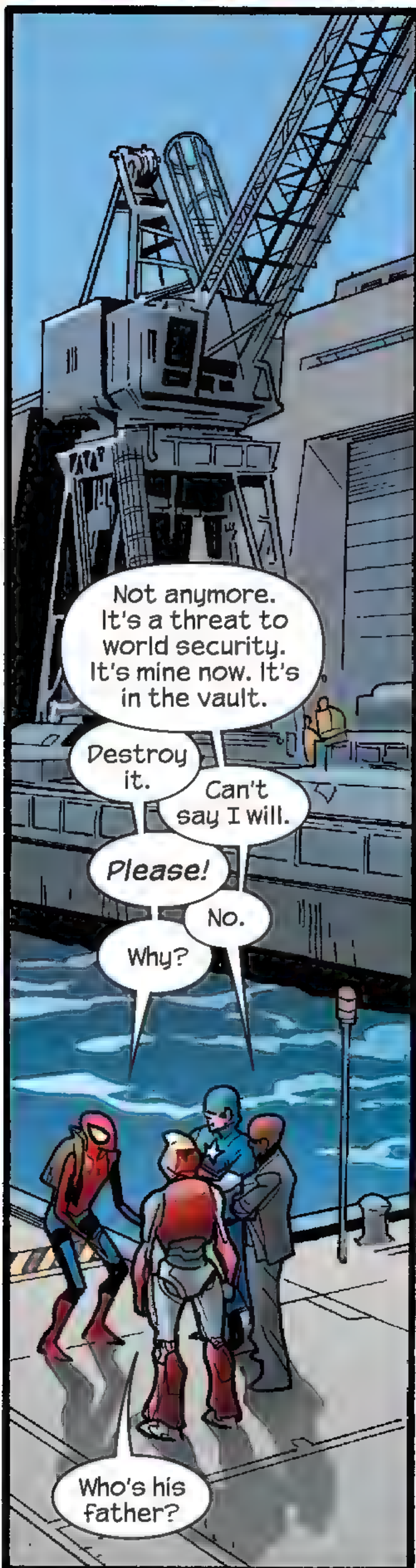
I have it.

You have it.

It's safe.

It's my father's.

Your father?



Not anymore. It's a threat to world security. It's mine now. It's in the vault.

Destroy it.

Can't say I will.

Please!

No.

Why?

Who's his father?



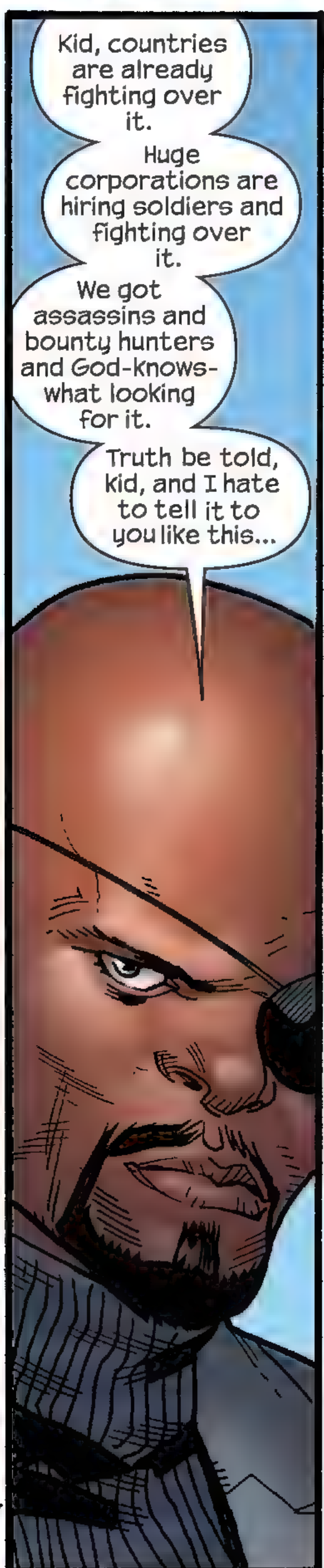
Because there's something there.

Your father was on to something.

It's a new thing. It's a bio-weapon. It has to be poked and prodded. It has to be tested.



He was trying to cure cancer with it!! Not make that- that- that--



Kid, countries are already fighting over it.

Huge corporations are hiring soldiers and fighting over it.

We got assassins and bounty hunters and God-knows-what looking for it.

Truth be told, kid, and I hate to tell it to you like this...





...your father  
may have started  
the next damn  
world war.







Ryker's Island. Maximum Security Prison.  
Three Weeks Ago.



You'll see!!

Doctor Doom's gonna get me out!!

Settle down.

Dude, the guards are going to come over here and throw you in the hole!

Doctor Doom!

Dude!



Curt Connors?

Doctor Curt Connors?



Yeah.

You're being transferred.

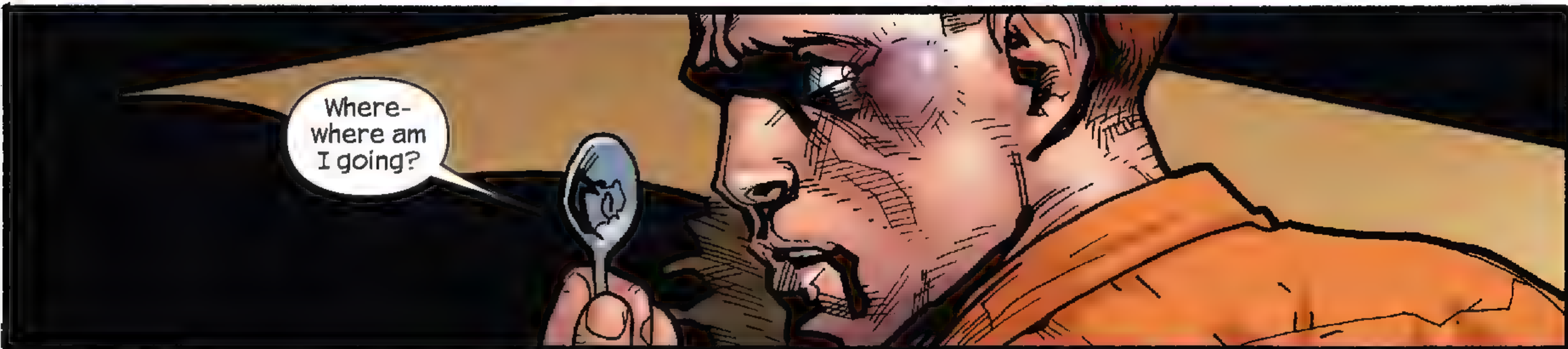
I am?

Why?



Because some famous people want to talk to you.

And famous people get to do whatever they want.



Where-  
where am I going?



What's  
your  
name?

My  
name?

Gwen  
Stacy.

(If you  
need the  
whole  
thing.)

Your name,  
please, for the  
record.

Gwen  
Maxine  
Stacy.

How old  
are you?

Sixteen.

What are  
your parents'  
names?

My dad is  
a cop. (Was  
a cop.)

He's  
dead.

John Stacy.  
Captain John  
Stacy.

And my  
mother, who  
abandoned me and  
my father years  
ago, is named  
Madeline.

If you  
see her, please  
do tell her  
I said @#\$\$  
\$%00%.

Do you  
know where  
you are?

Not exactly.  
In a hospital?

Do  
you know  
why you're  
here?

Because  
something's  
wrong with  
me?

Do you  
know *what*  
is wrong  
with you?

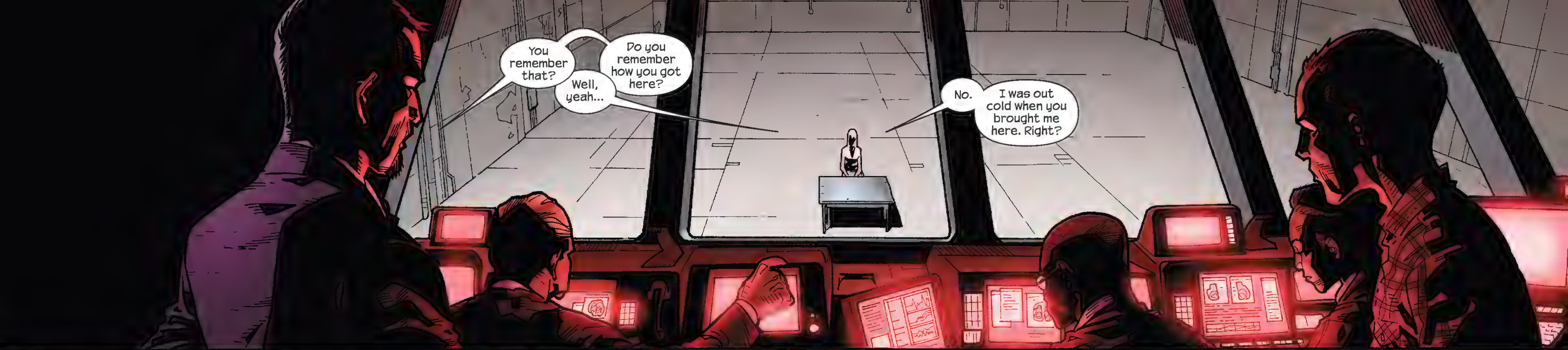
No. Do  
you?

We're  
trying to  
work that  
out.

Well, I'm  
no doctor...

But I bet  
it has something  
to do with this red  
blobbily monster  
that *killed* me.



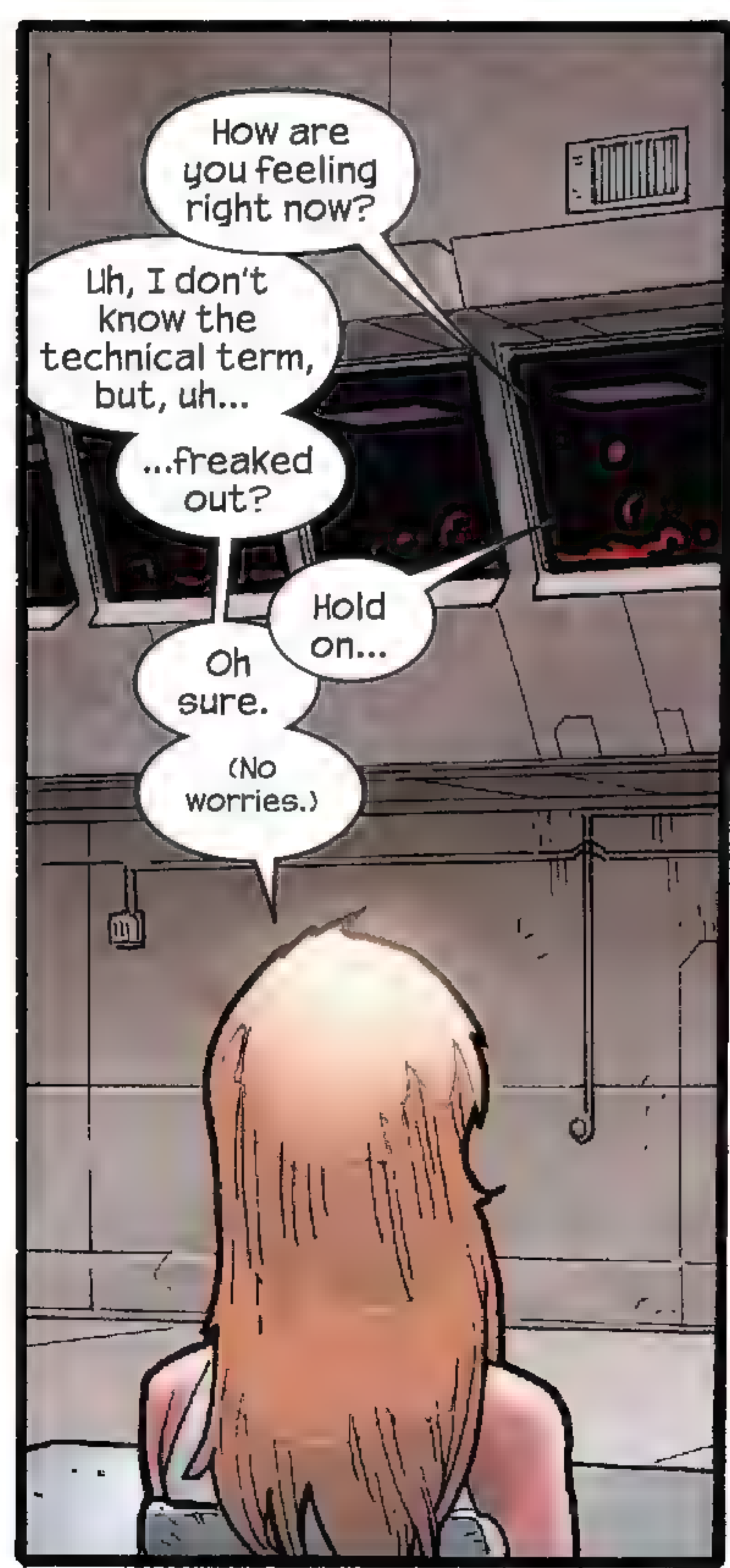


You remember that?

Well, yeah...

Do you remember how you got here?

No. I was out cold when you brought me here. Right?



How are you feeling right now?

Uh, I don't know the technical term, but, uh...

...freaked out?

Hold on...

Oh sure.

(No worries.)



So, what do you think, Doctor Connors?

We're- we're to believe that inside that girl is- is- is a *parasitic monster*?

That you created.

Pure carnage if it chooses to be. Check the files.

Carnage. Yes.



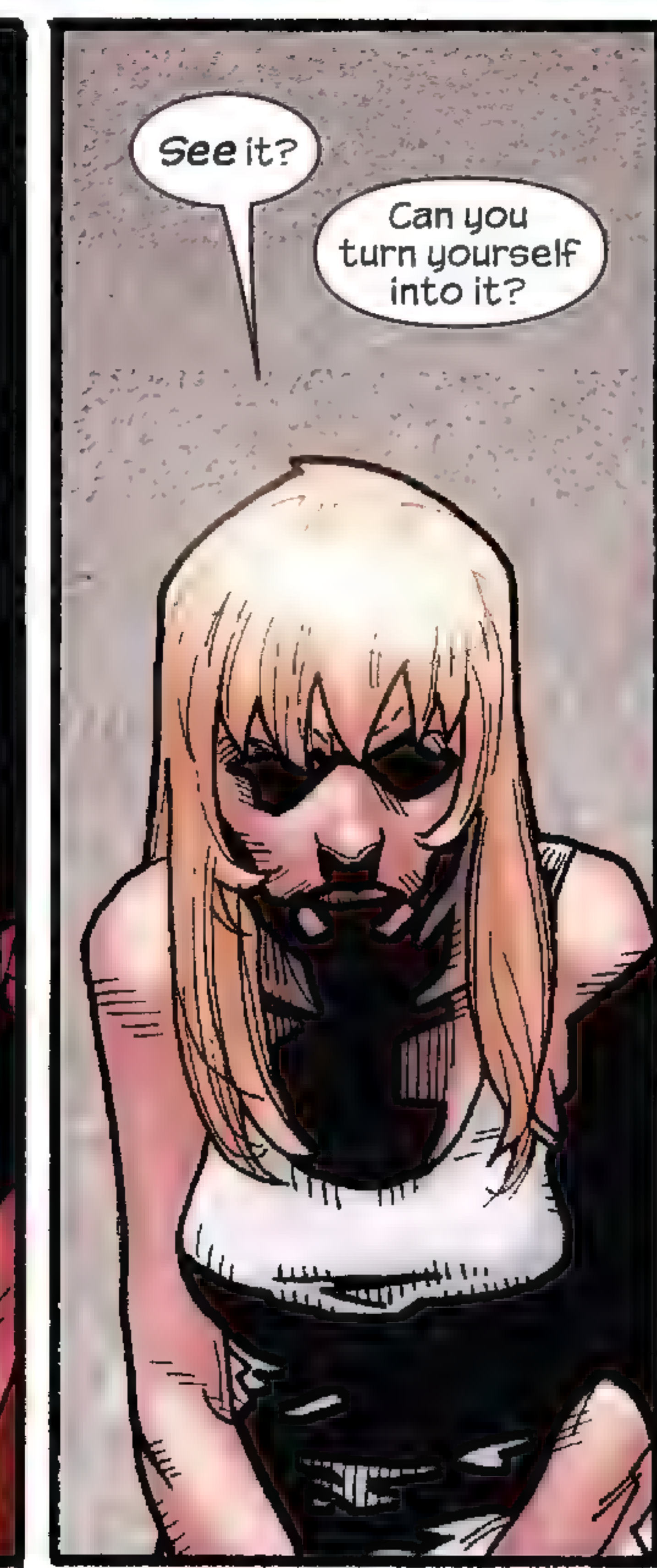
Can I- Mister Stark, can I see it?



Gwen darling. Hi.

You mentioned the gooey red monster inside you...

Do you think we could see it?



See it?

Can you turn yourself into it?

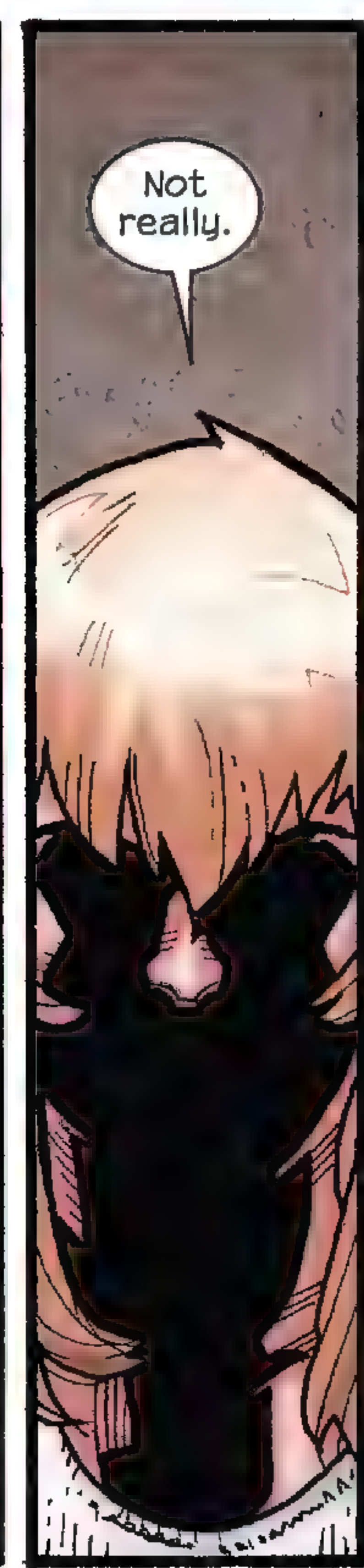


Can I turn into it, you mean, by like wishing or-??

Yes.

Uh, I don't know.

Would you like to try?

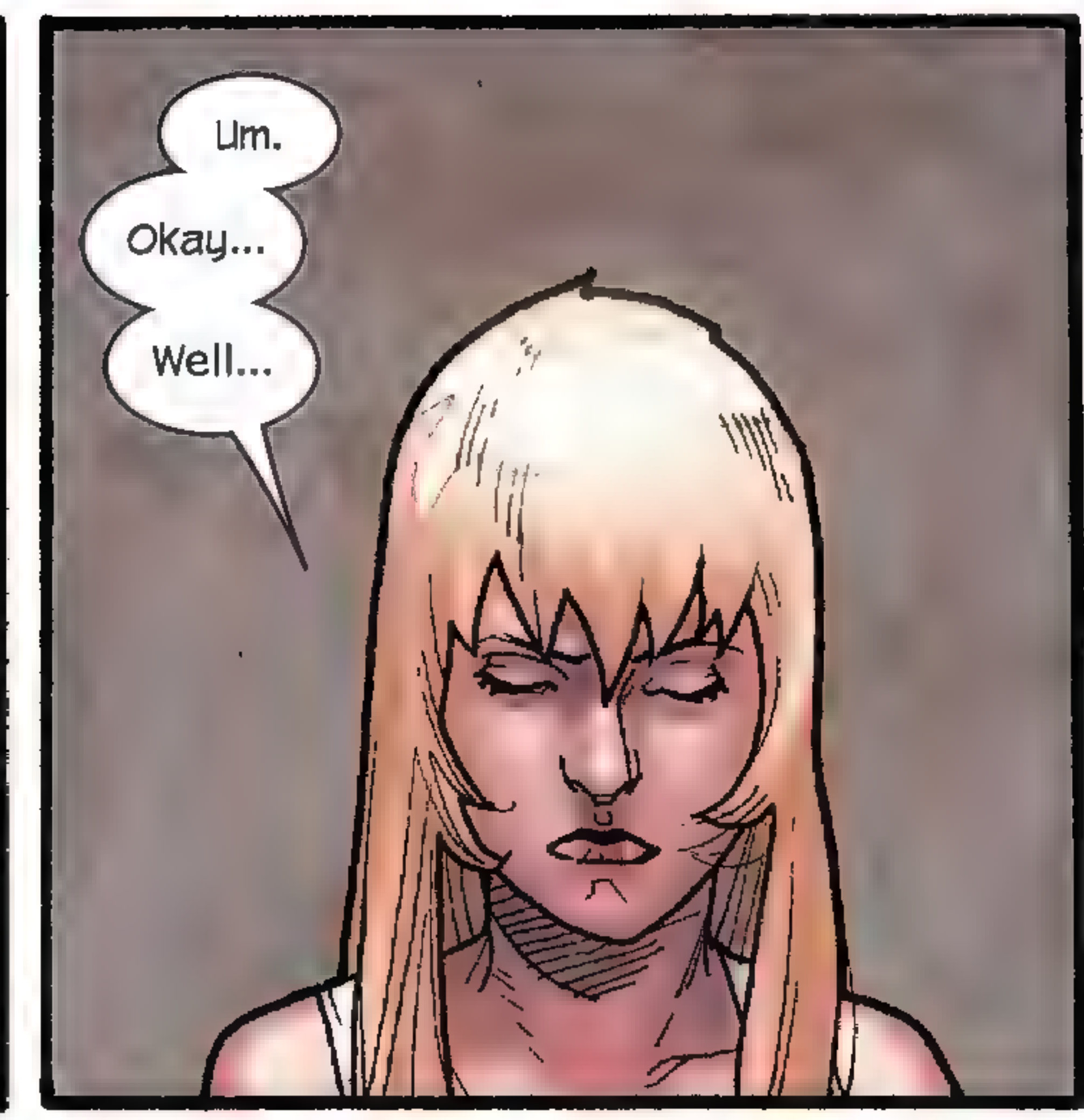
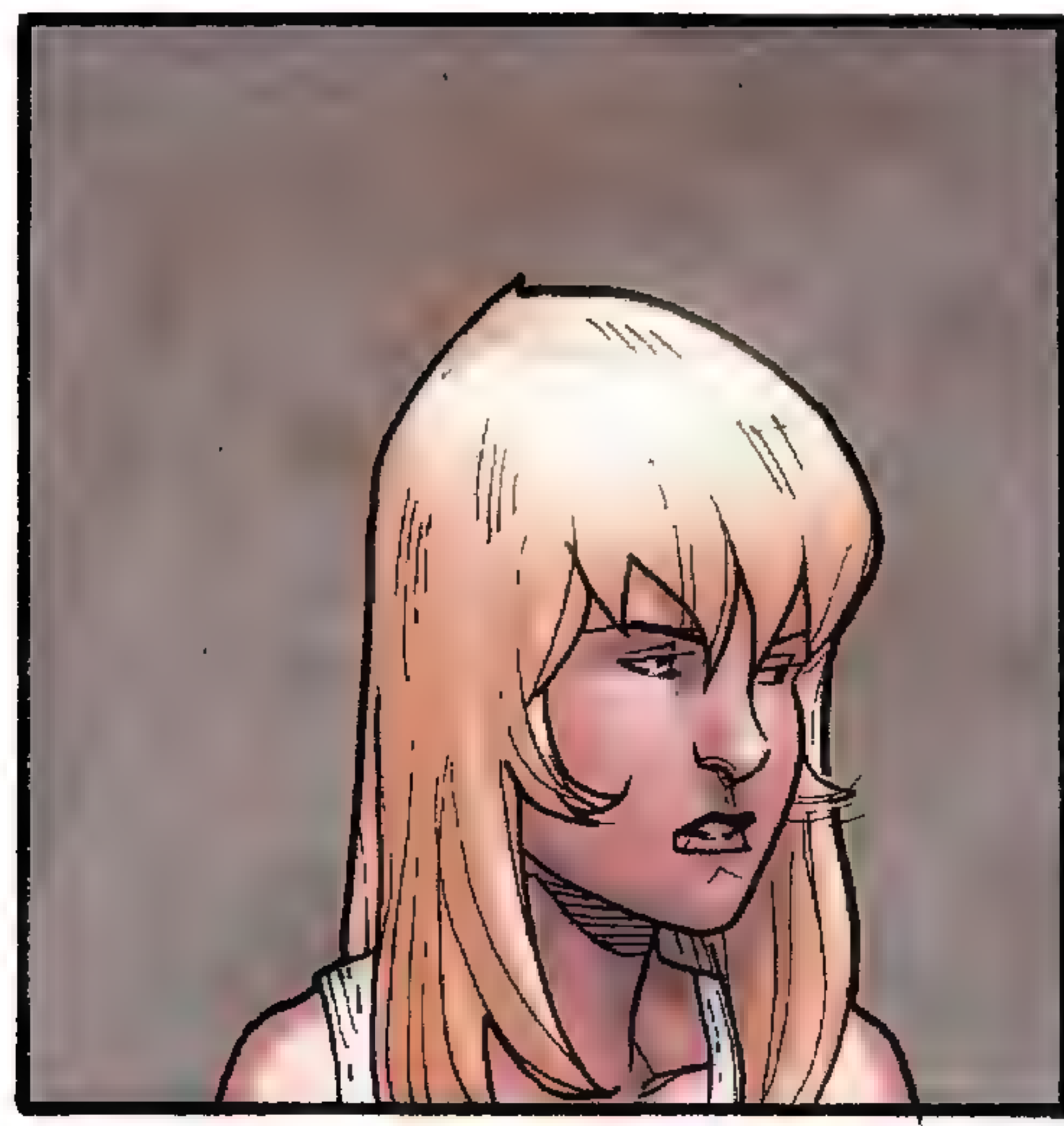


Not really.



If you could, it would be a great help to us.

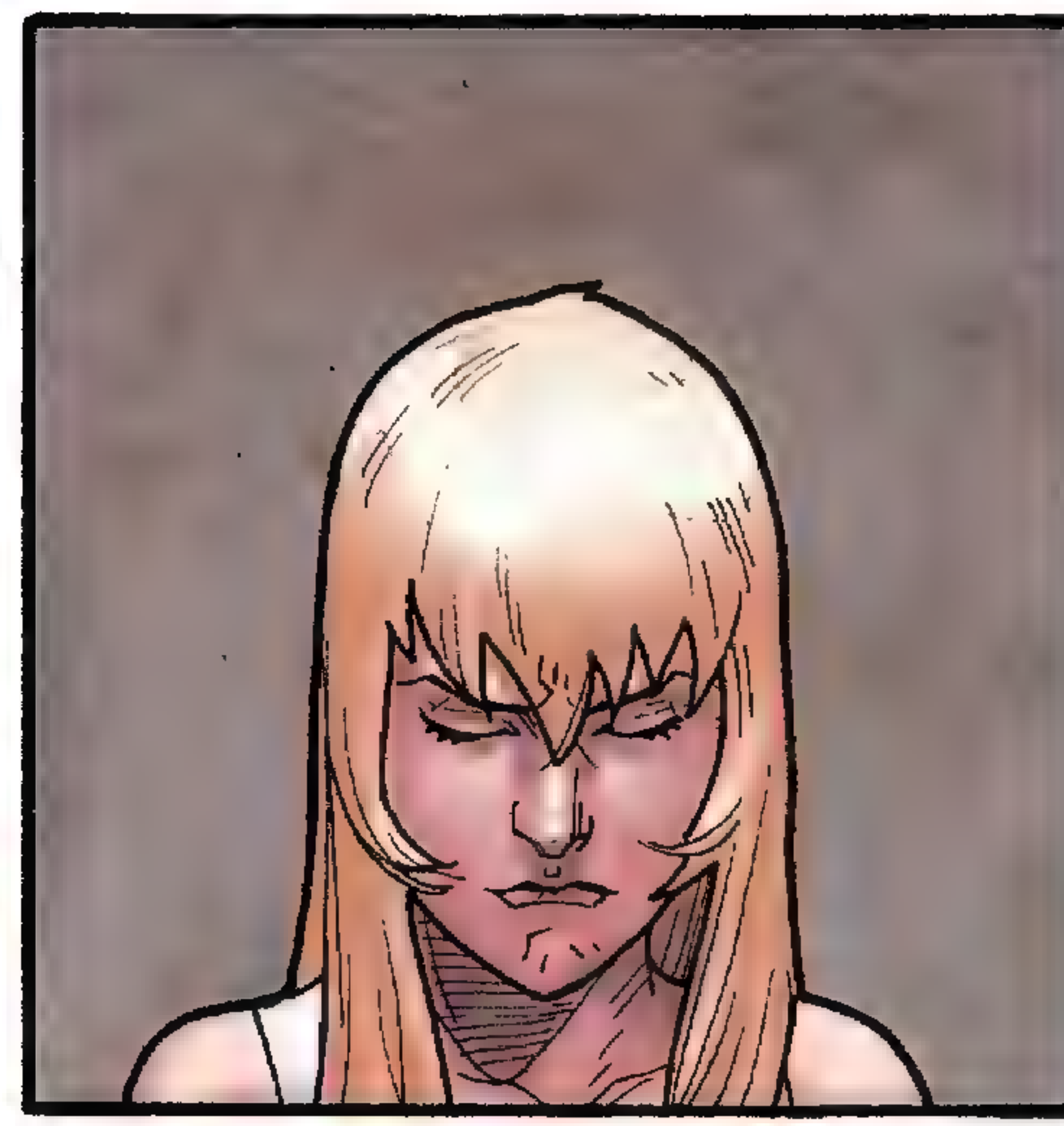
We're trying to help you.



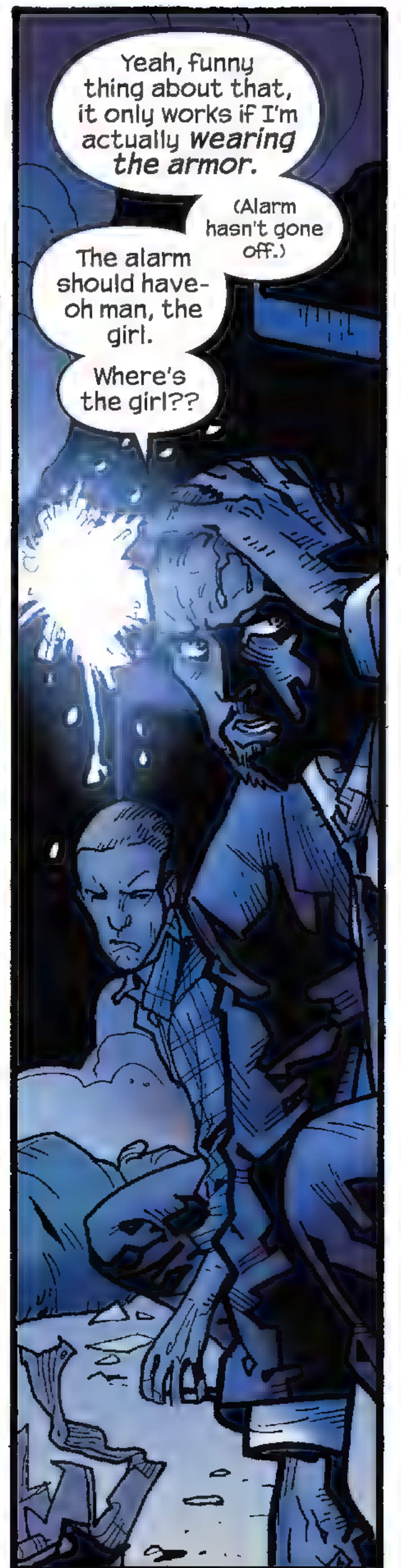
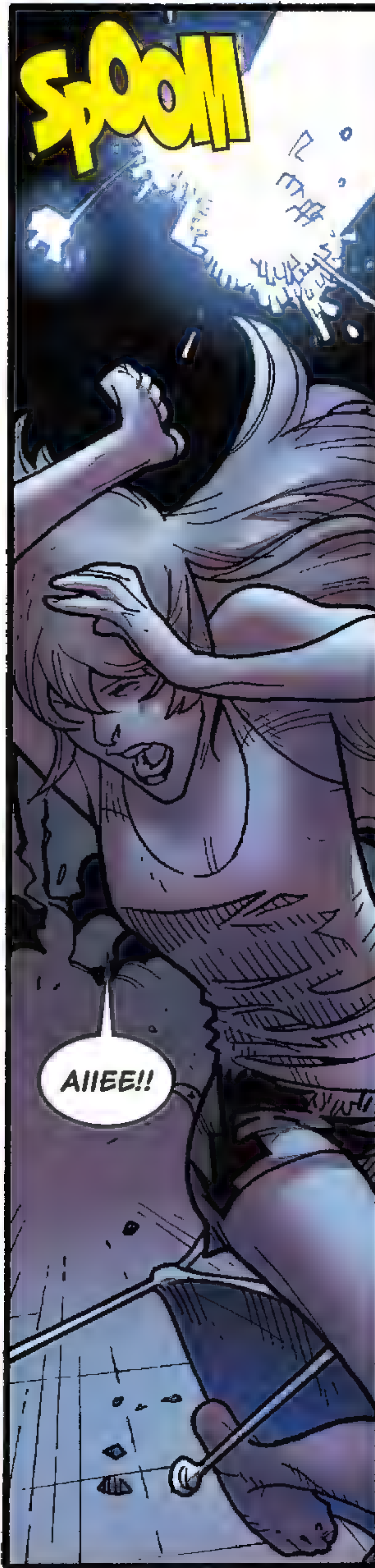
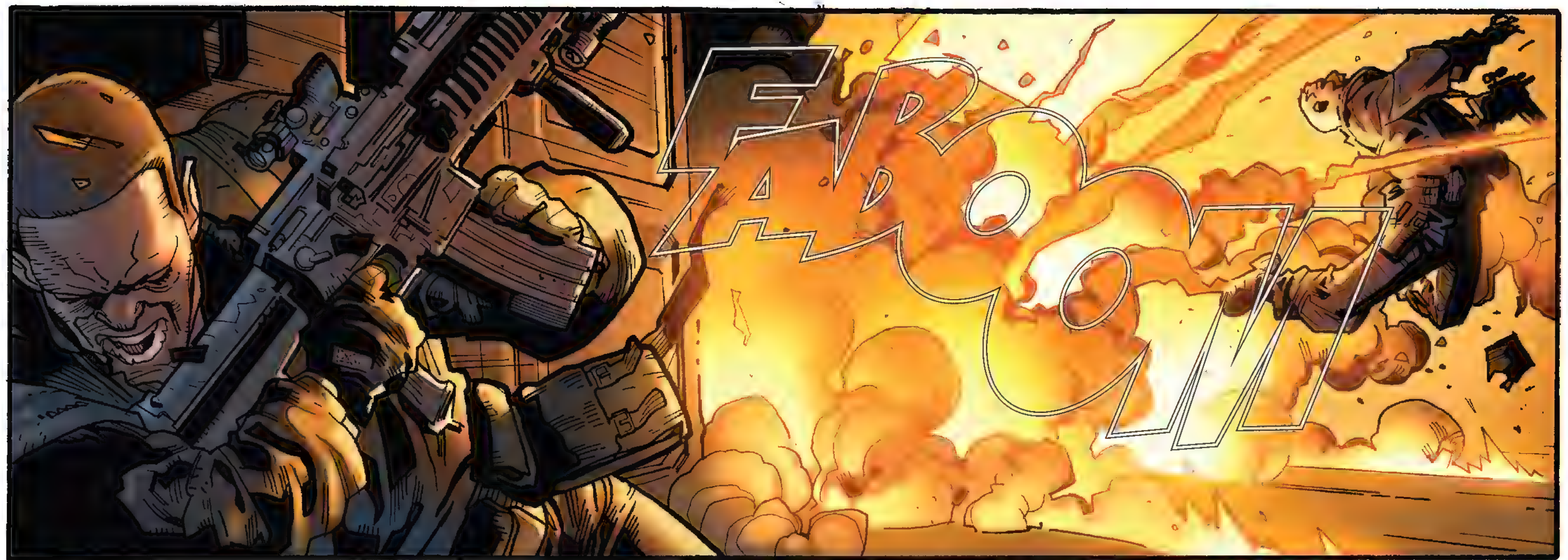
Um.

Okay...

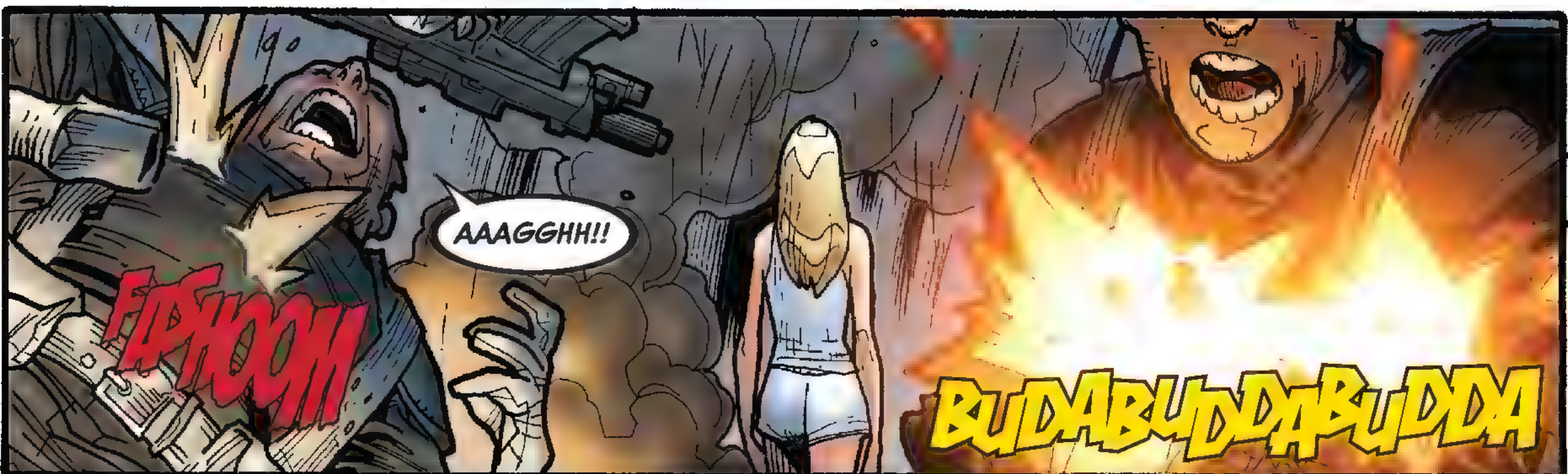
Well...



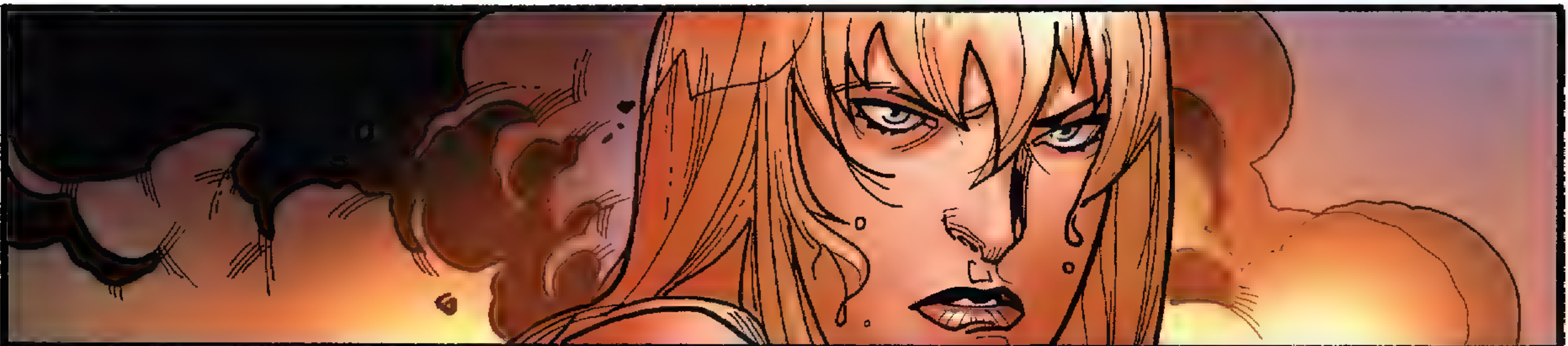
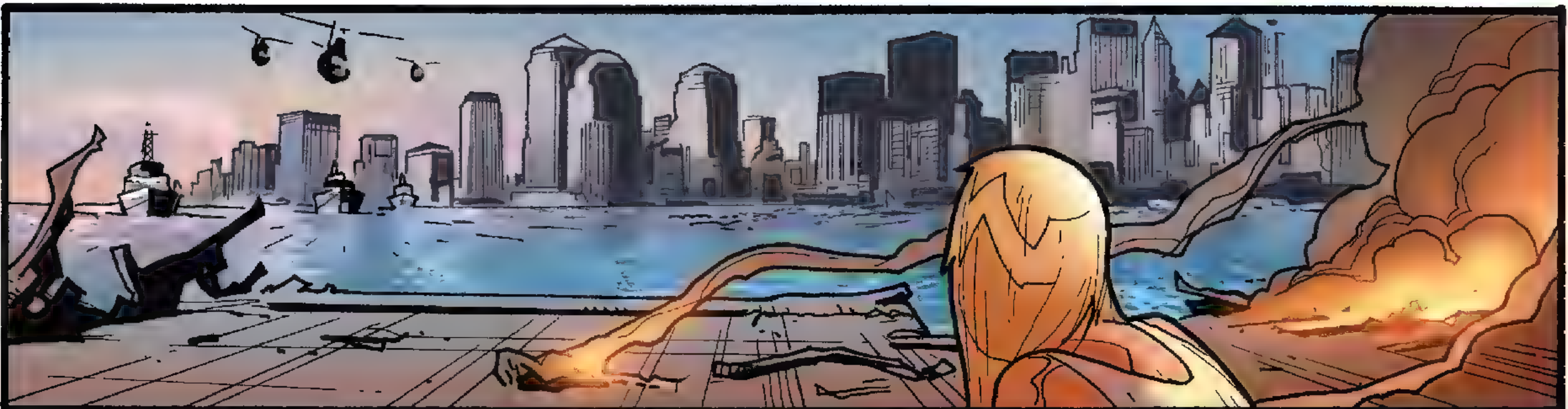
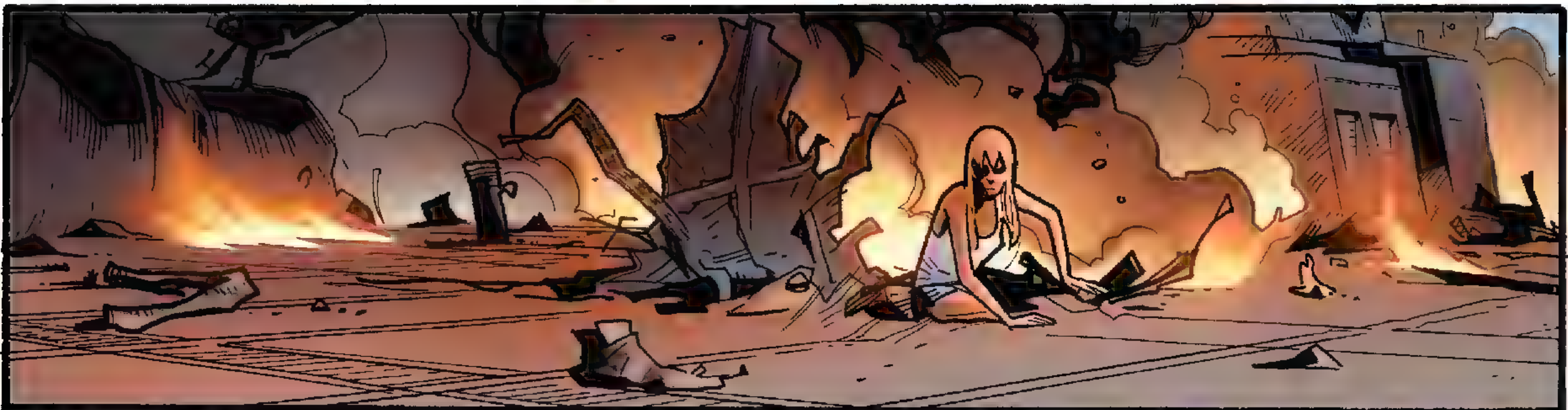
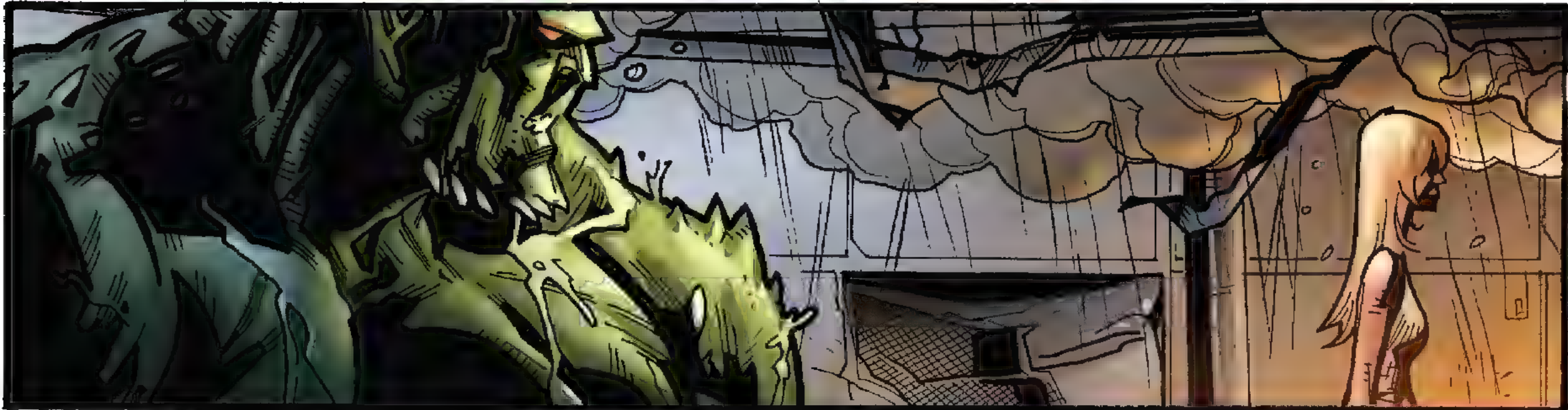




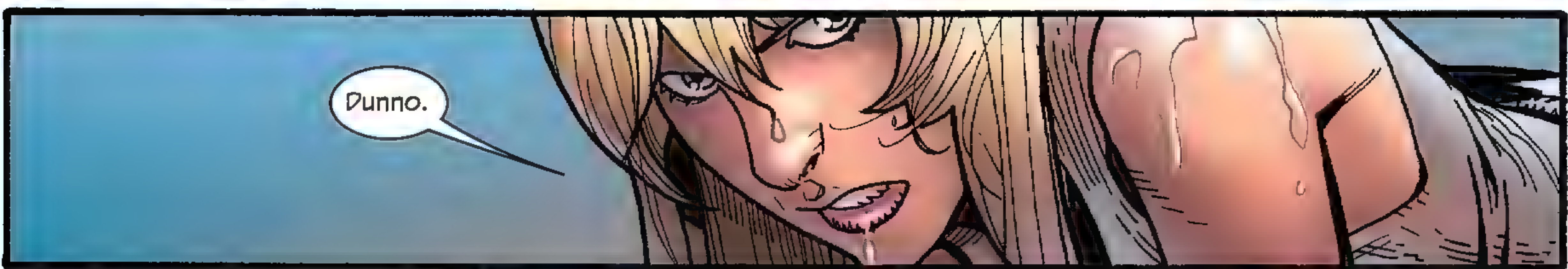
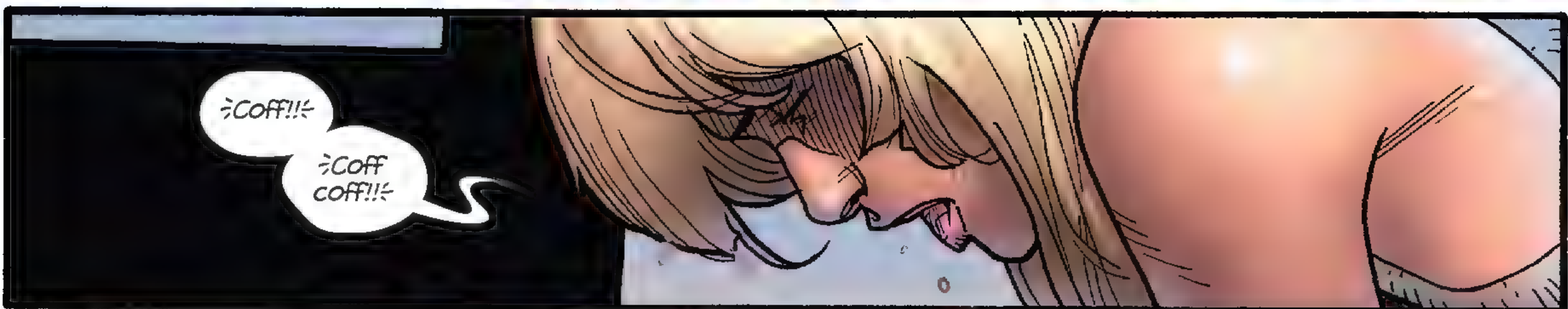
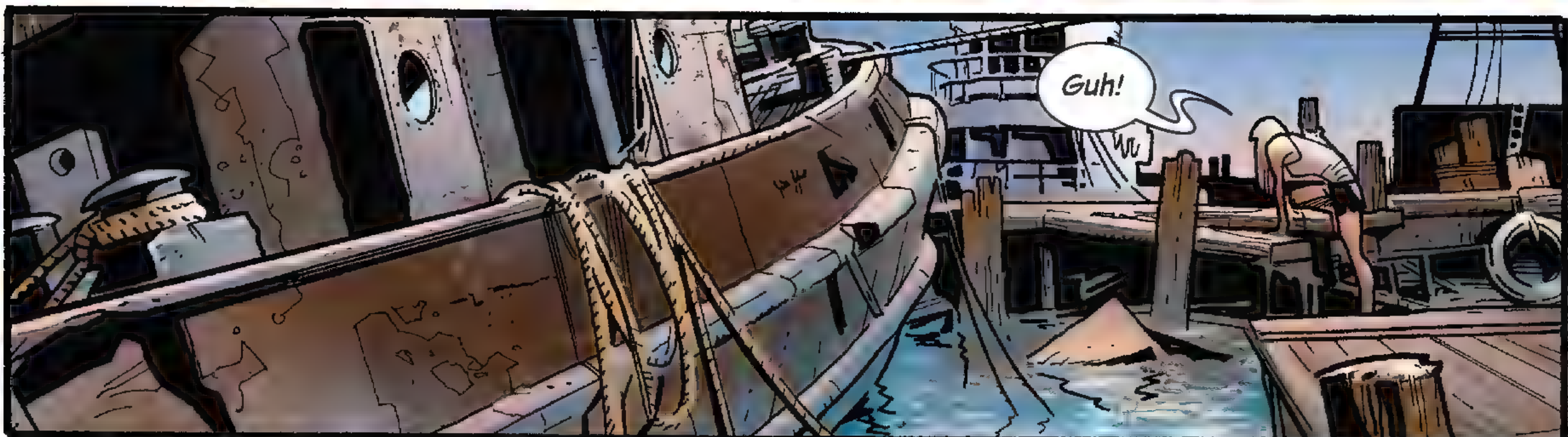
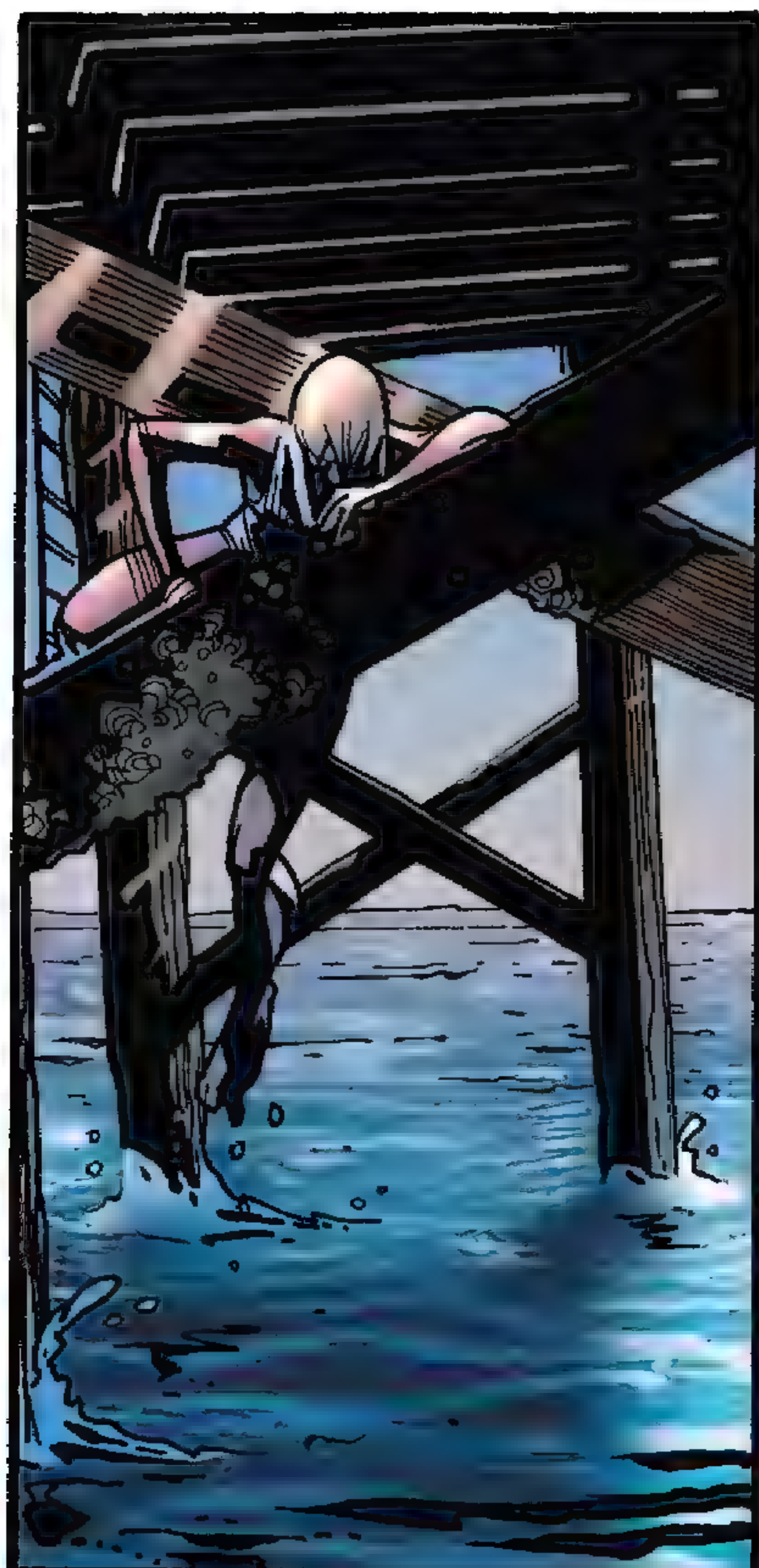
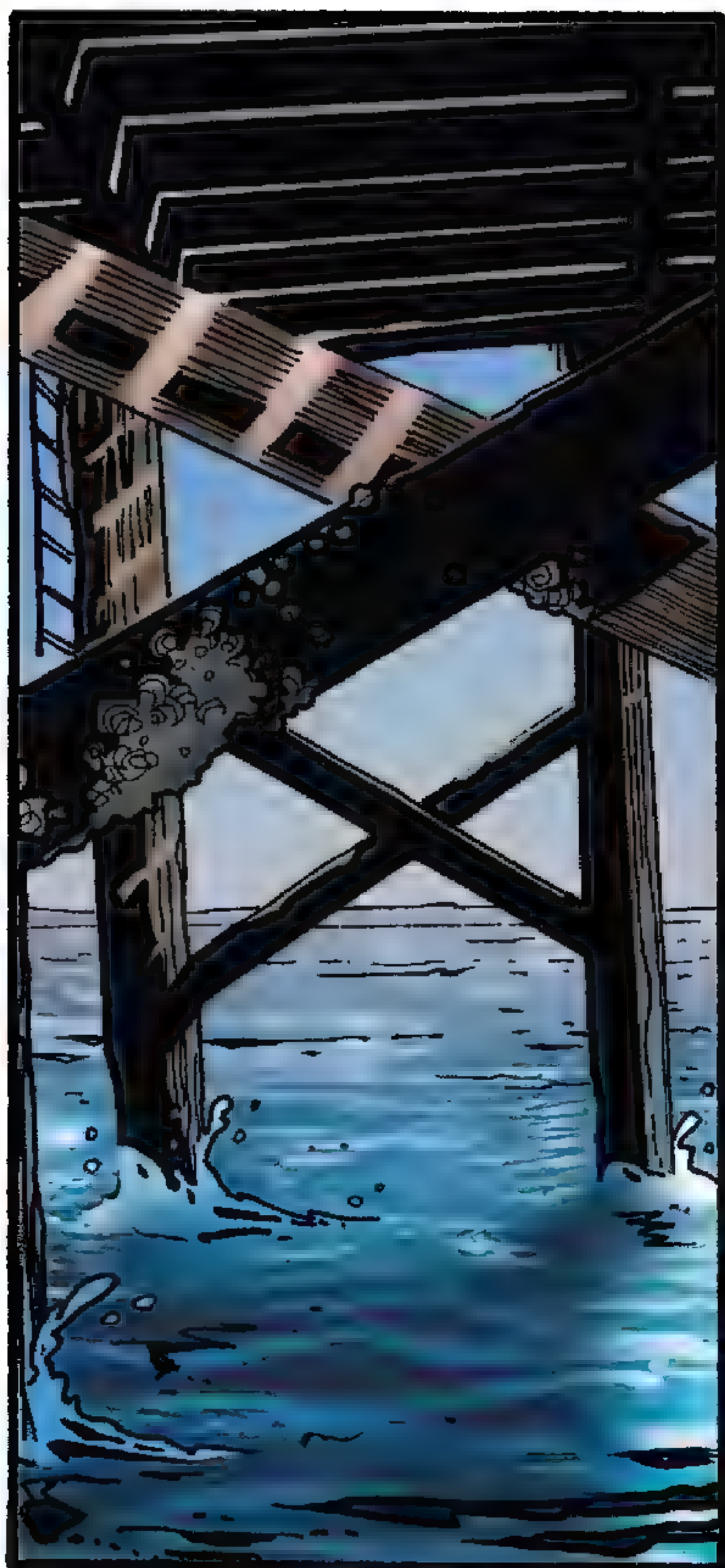




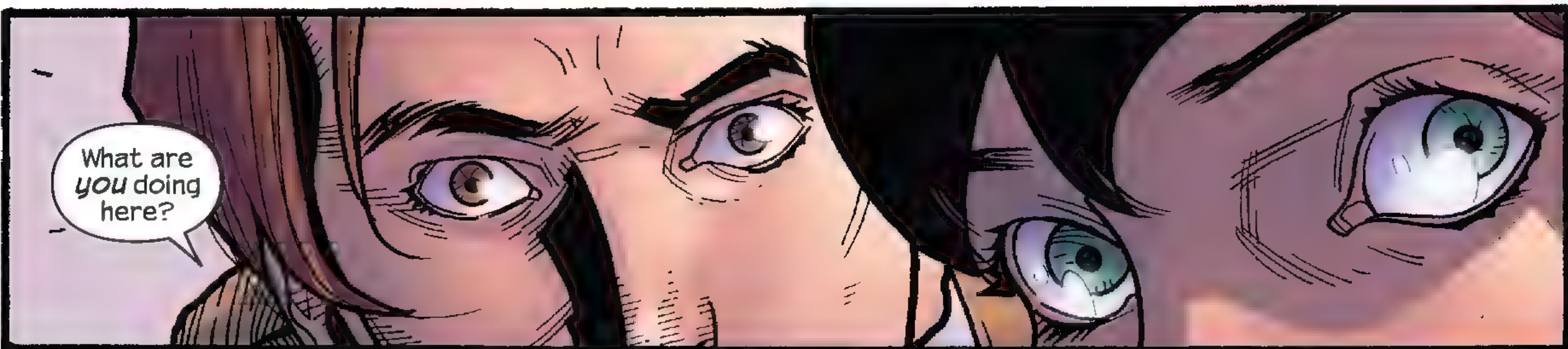
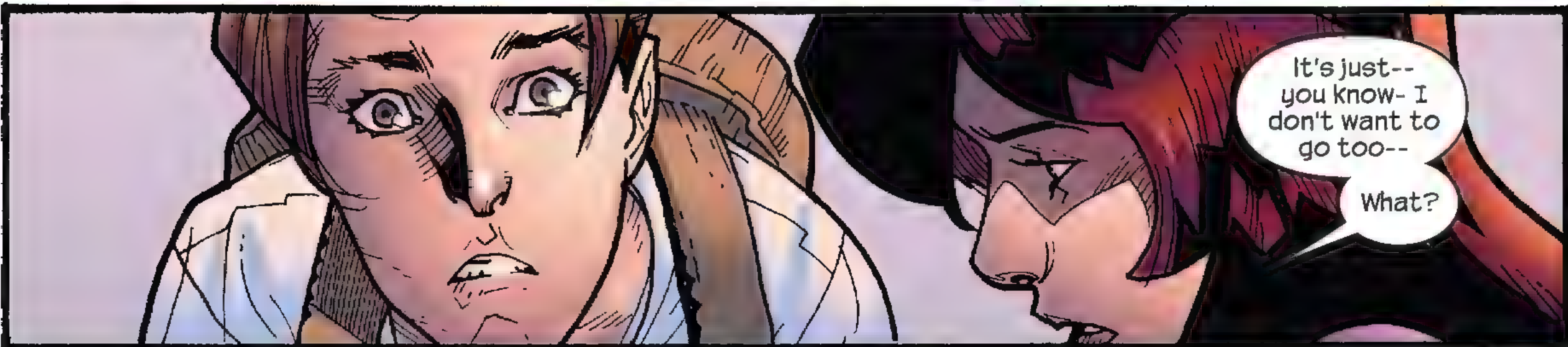
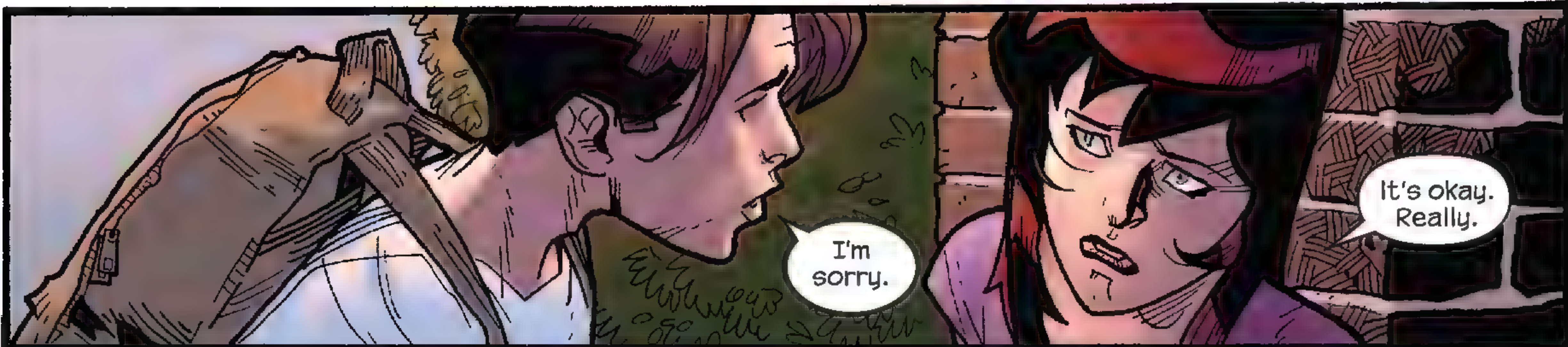
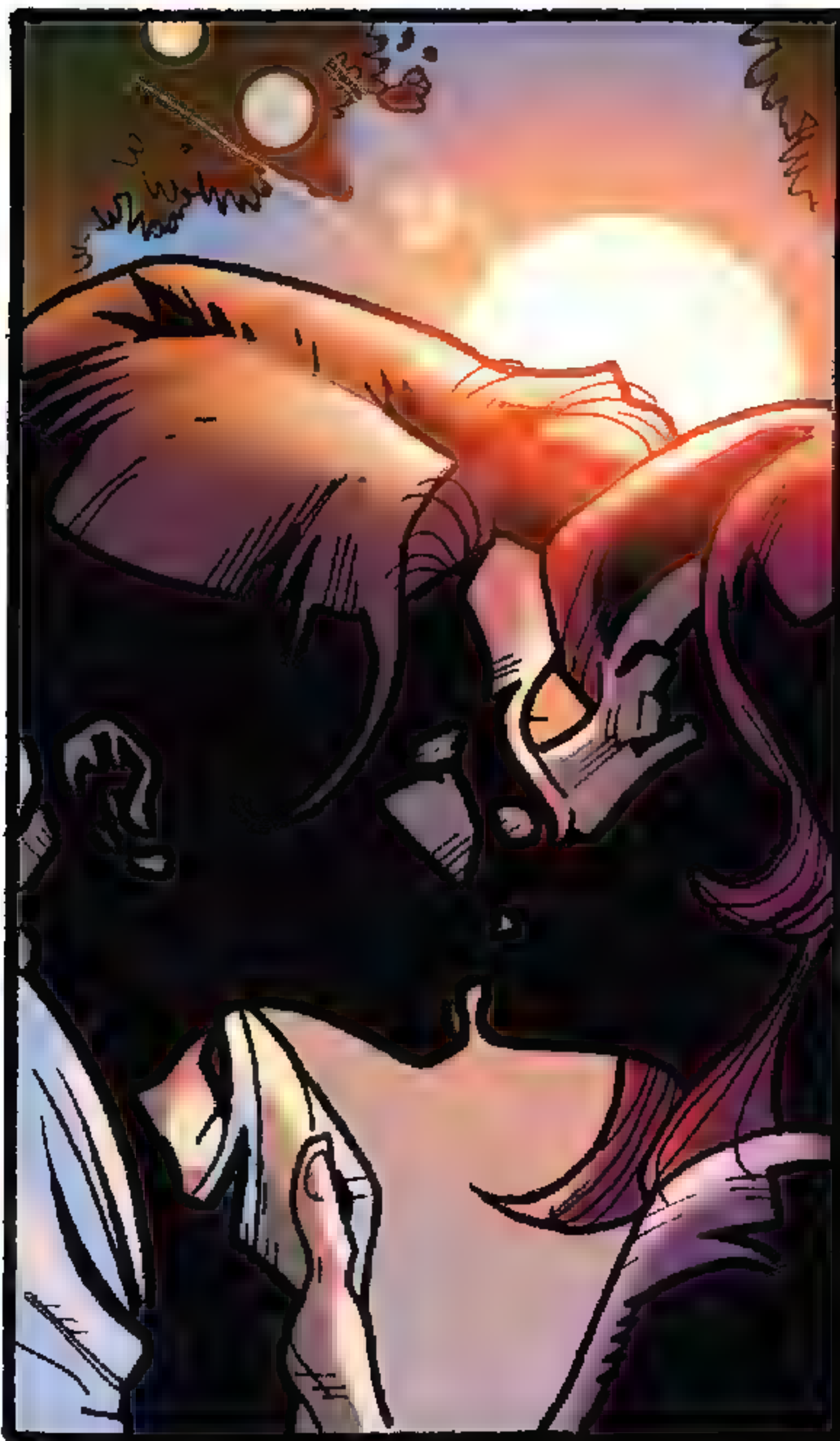
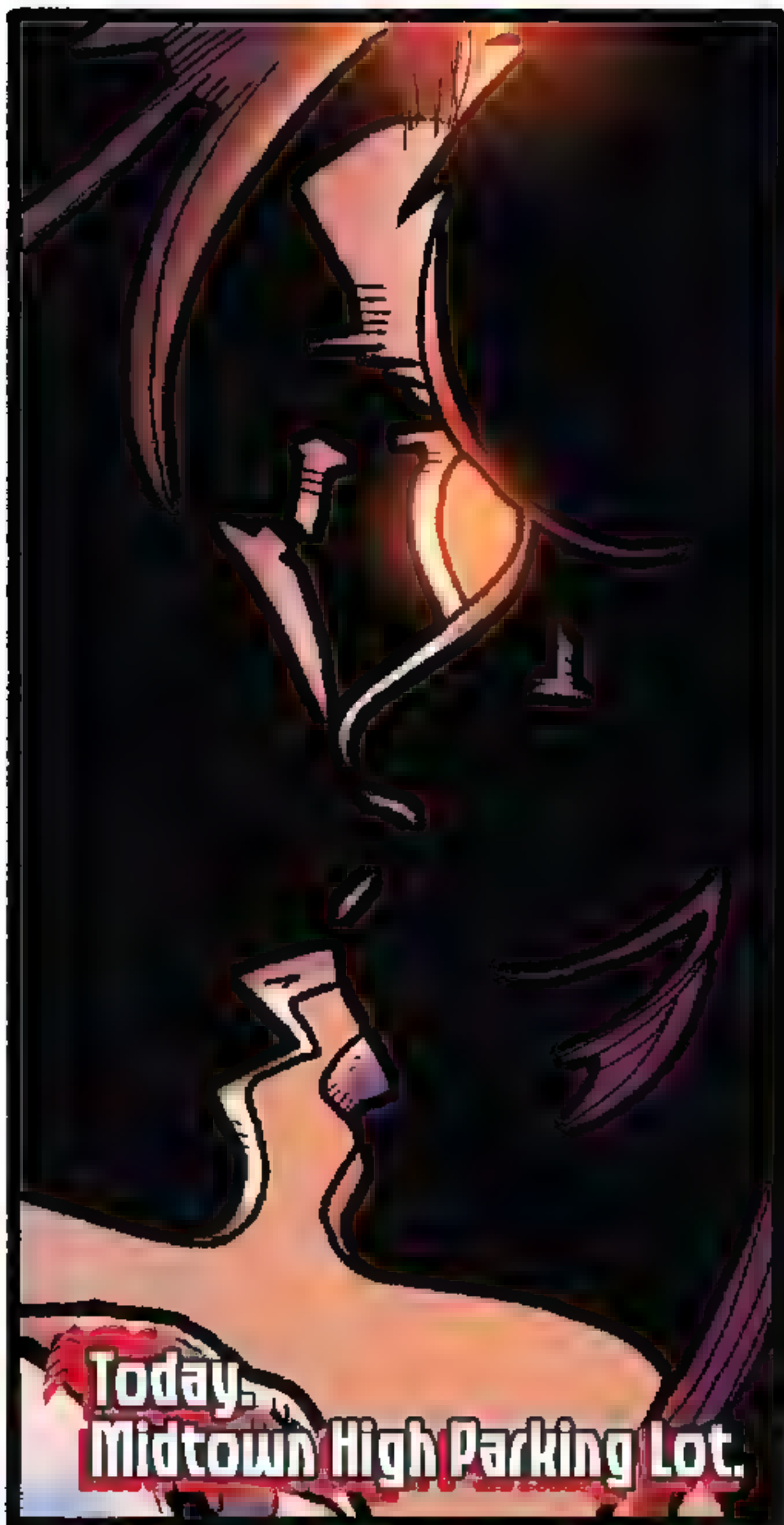




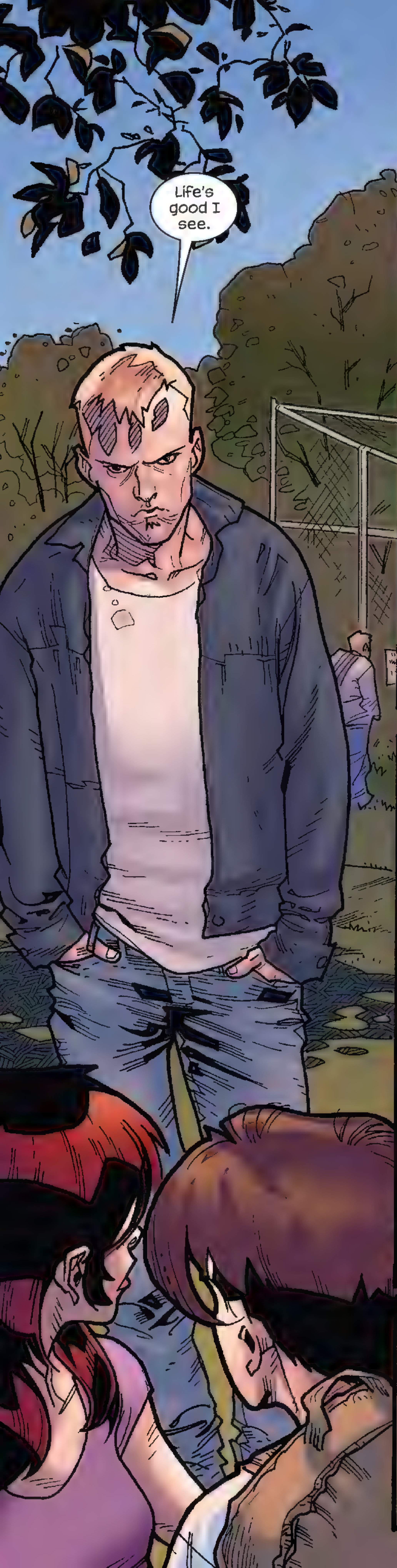












Life's good I see.



What are you *doing* here, Eddie?

Eddie?

Eddie Brock. Old friend of your boyfriend.

Is this your girlfriend?

Life's good, huh?

Eddie.

Eddie, if you want to talk to me--you--



Listen to me, Peter... you're going to get it back for me.

Or I ruin your life.

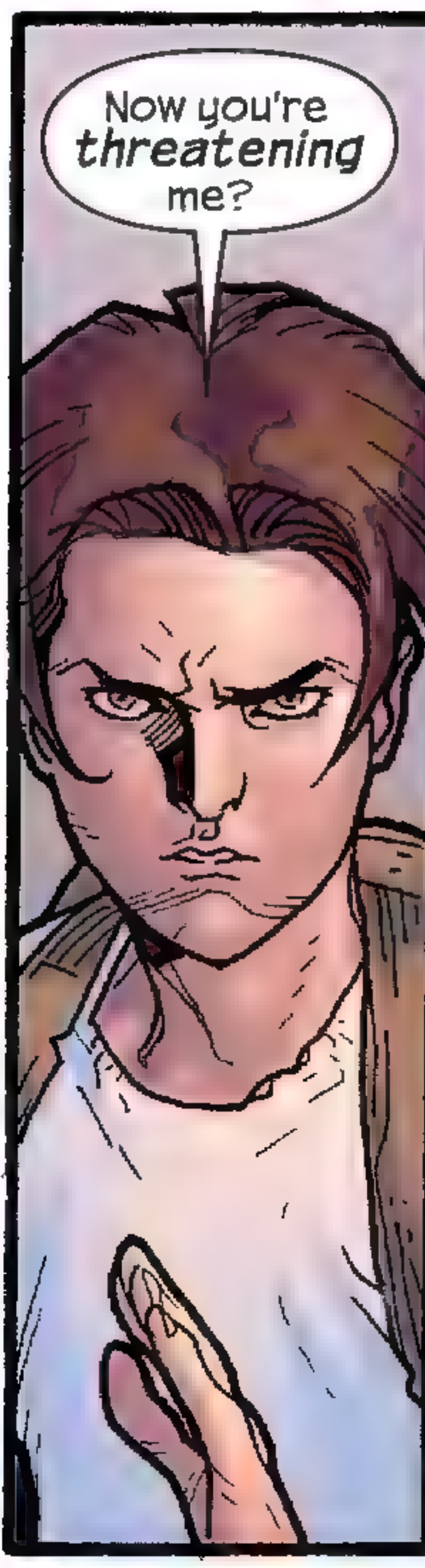
I go to the press.

I go to your boss at the Daily Bugle.

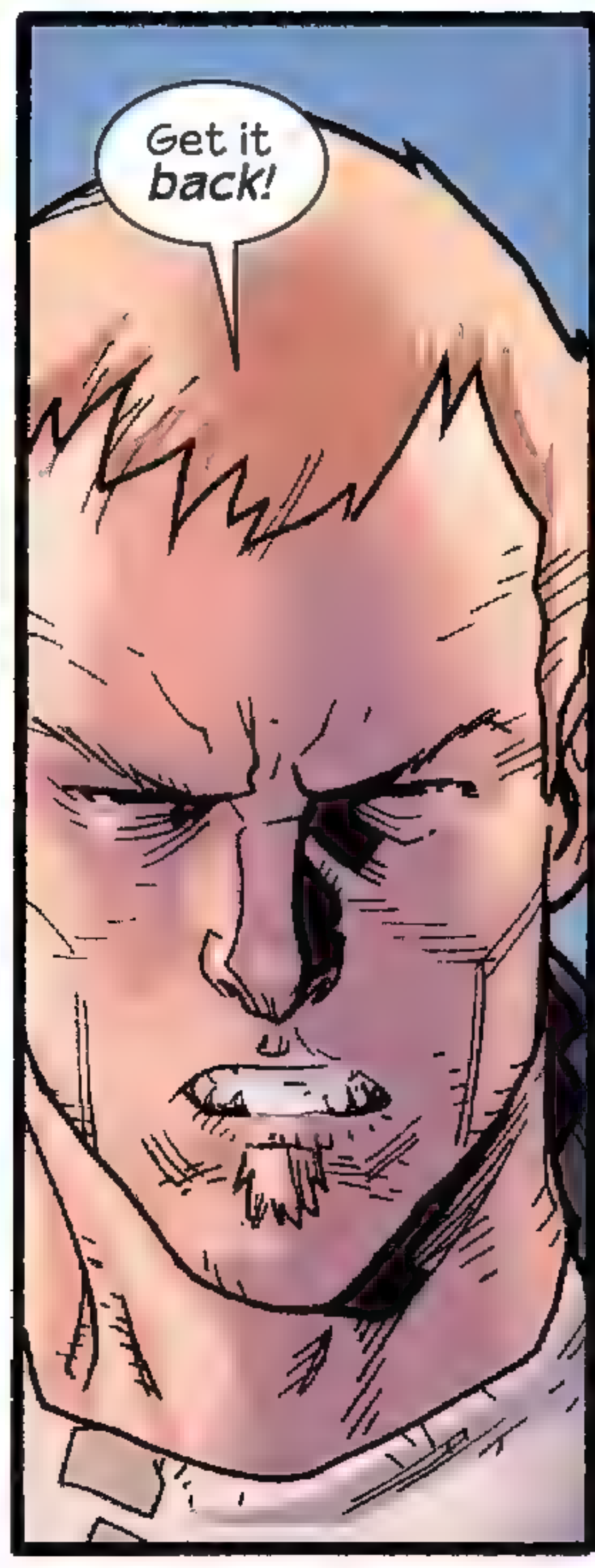
Yeah...

He puts out the headlines...

"Spider-Boy."



Now you're *threatening* me?



Get it *back*!



You disappear for months... then you show up here and you threaten me.

I need it back.

Eddie, no offense, but you may be crazy.

Yeah? How so?



The parasite. It's gone.

You're free.

It was a horrible thing that happened to you. And now it's over.

How about you--I don't know...start your life over?

Be a normal person. You know, the kind that *doesn't* hang around high school parking lots threatening teenagers.



You get it back or I make you really famous.



Hey... I don't know where to find you.

I know where to find you though, don't I?



Well...now the bad guys actually show up here after school...

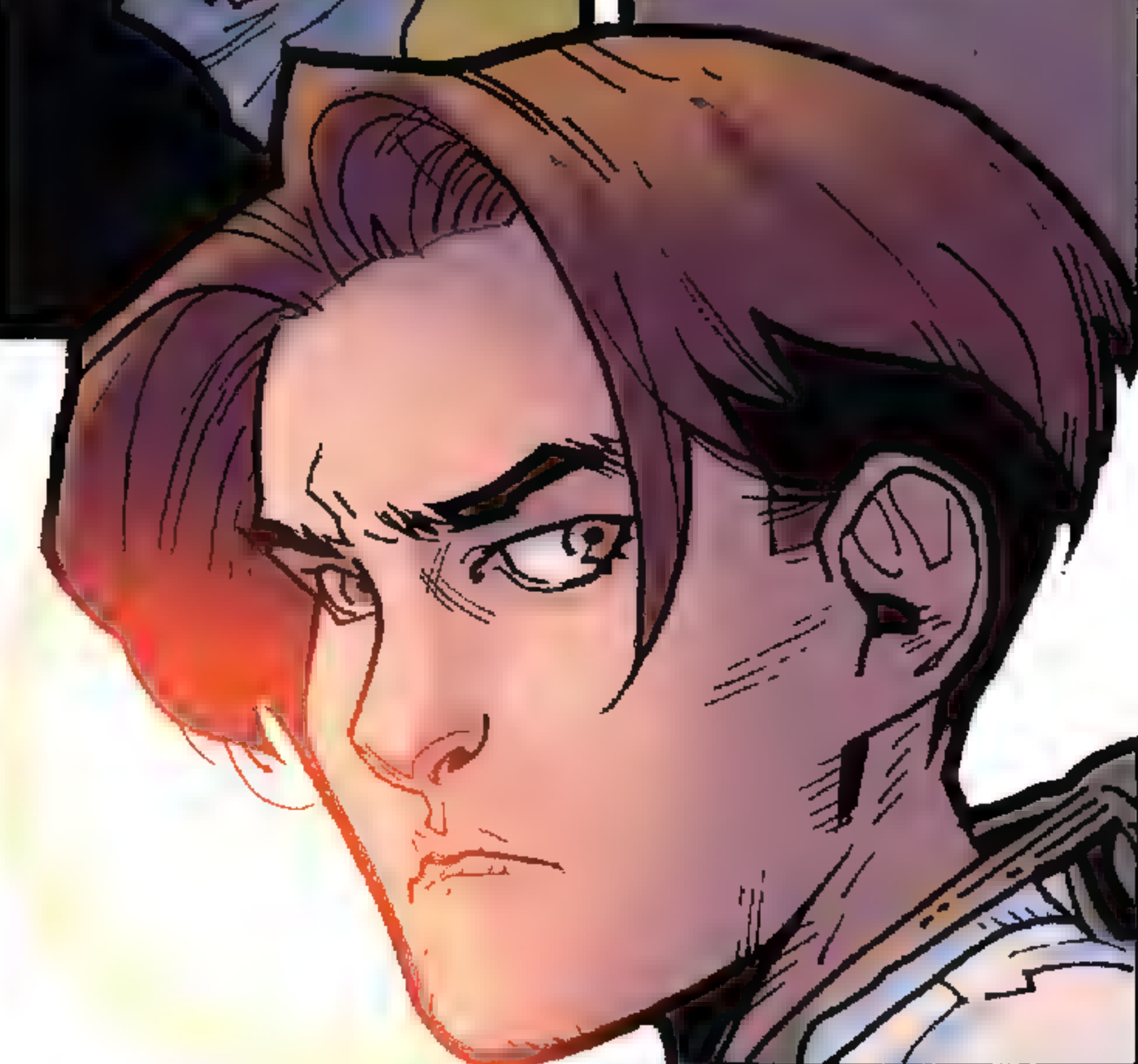
There's something new.

Yeah.

So that was Eddie Brock?

Yeah...

What are you going to do?





I don't know!!

I don't know  
what to do!

I'm being  
stalked by  
a lunatic.

You'd think I'd be used  
to it by now. But they  
keep finding new angles  
to torture me with.

Okay.  
Okay.

So I'll go to the only  
people in the world who  
I can trust with this.

The only people  
that can actually do  
anything to help me.

The Fantastic Four.

They've got a  
*big* pile of brains  
over there. They have  
connections. They  
even *like* me. And  
*no one* likes me...

They can  
tell me what  
to do.

Oh, but of course...  
they are not home.

*Not home!!*

They're off having a  
grand adventure and  
I'm out here getting  
whooping pneumonia.

(If I'm lucky.)

And I can't even leave a  
post-it note saying I was  
here because if I touch  
this building, attack robots  
will *attack me!!*

This is the Baxter  
building. You don't  
*touch* the Baxter  
building.

Oh man, I can't  
go to the police.

"Oh hi, yeah, I know I'm in a  
soaking-wet body stocking  
and I refuse to take off my  
mask, but I was wondering if  
you could help me with this  
problem I'm having..."

"See, this ex monster I  
used to fight came by my  
school and asked me to help  
him monster up again."

"Yeah, I know...*crazy!*  
Well, welcome to my life...  
oh, I have the right to  
remain silent? Yeah, kinda  
figured that!"

*Aarrgghh!* And I can't  
go to Nick Fury because  
Fury's gone bye-bye.  
Now I *miss* Nick Fury.

What kind of a  
life is this if I  
*miss* Nick Fury??

Can't go to  
S.H.I.E.L.D. Can't  
trust *them*.

Oh, I know.  
Oh, okay!

I know  
where  
to go...



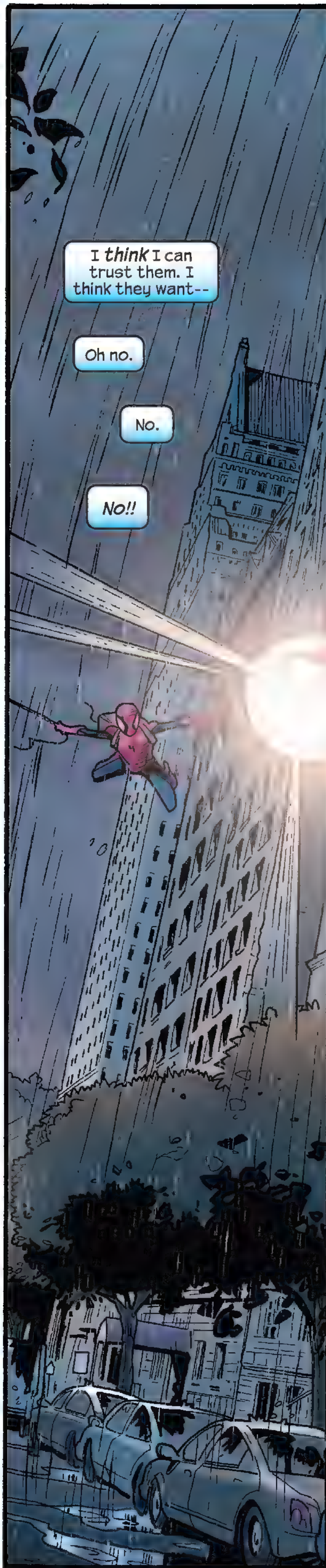


The  
Ultimates.

The real  
super heroes.

Iron Man,  
Captain America.  
Those guys...

They'll help me. They'll  
know what to do and  
who to do it to. I can  
trust them.



I *think* I can  
trust them. I  
think they want--

Oh no.

No.

No!!

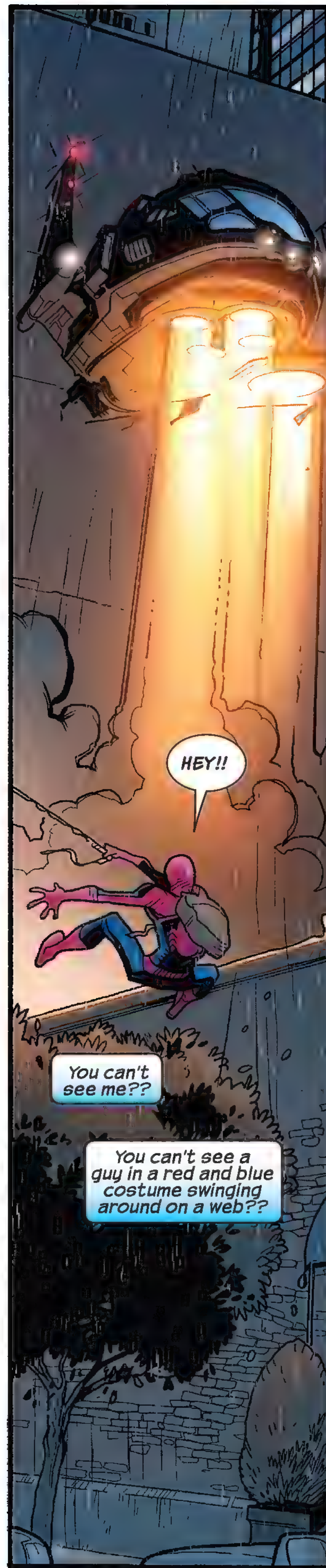


They're  
leaving.

Hey!! No!!  
Come on!!

HEY!!

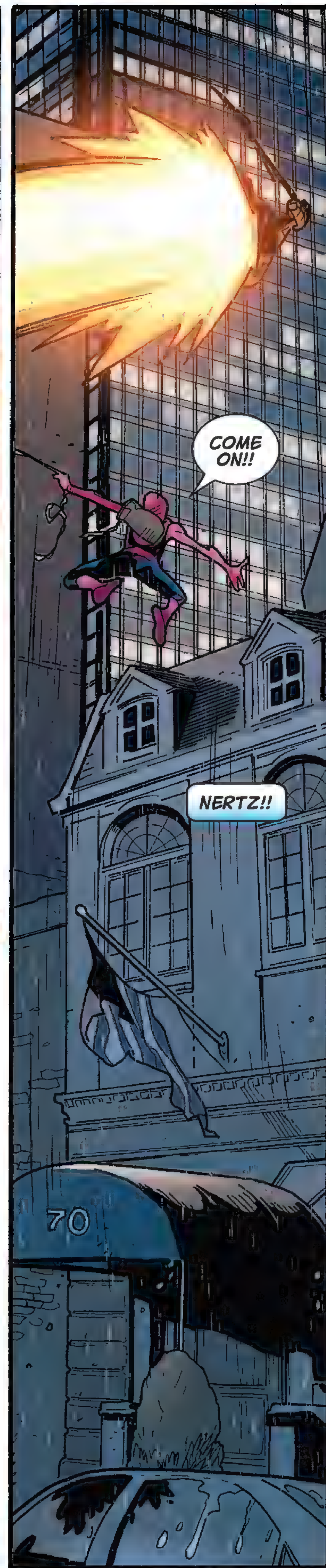
Oh come on!!



HEY!!

You can't  
see me??

You can't see a  
guy in a red and blue  
costume swinging  
around on a web??



COME  
ON!!

NERTZ!!



Oh man!!  
Now what?

AAARRGGHH!!!

Okay,  
okay.

You know  
what? I'll tell you  
now what.

Now I do  
this *myself*.

Now I grow  
the hell up...

I have resources, I  
have things I can do.



I work at a major metropolitan newspaper.

I have access to **information**. Things you can't find online.

I have the archives. I'll dig in and find out who has what.

I should have done this a month ago. I should have done this the day after I had the last run-in with Eddie Brock.

I should do this **every time** I have any crazy run-in.

But thing is- everything is always so crazy. There's always another maniac or drama right around the corner.

I don't even get a chance to **breathe**, let alone actually follow up on any of this.

I almost died because of this Eddie nonsense...you'd think I'd be a brain enough to try and figure out what happened.

My blood was infected, for Thor's sake.

I almost **died!**

And I still have no idea what it was about or anything--

I'd like to find out exactly what went down. All that with that Beetle guy, that Silver Sable. Roxxon, Trask Industries. S.H.I.E.L.D.

All of a sudden there's a lot of people trying to steal my dad's work.

A lot of weasels out there.

Roxxon, Trask. It's like these two gigantop companies having this quiet **war** over all this. First one has the--oh look.

Here it is.

"Symbiotic genetic engineering... a wave of the future?"

There's a whole article on it right here.

When did this run? It never ran? It was filed but never published? That's weird.

"Trask Industries wants to pave the way to the next century with what they believe could be a breakthrough in genetic technologies.

"The Symbiote Effect, as Bolivar Trask calls it, would use the human body's own designs to heal and cure itself of diseases and--"

What???

That's- that's my dad's entire **philosophy!!!**

That's why he accidentally created the suit to begin with. He was trying to cure cancer.

This exact- **Argh!!** That is annoying. They stole it.

Peter, are you working tonight?

Oh, uh- no, Mister Robertson, I was just stopping in to check on something. Is that okay?

No problem.

Thanks.

Okay, okay.

"Bolivar Trask scoffed at the rumors of military applications for the Symbiote Effect and the rumors of a Super-Soldier enhancement being discovered by further experimentation."

(Bolivar?)

"What we have here is a threat to the billion-dollar pharmaceutical companies, like Roxxon and the others.

"What we have here is the concept that may end the need for pharmaceuticals all together.

"If we can help the body heal itself, the bloated drug culture would feel an instantaneous seismic shift.

"This could be the beginning of the end for the drug companies, and they are scared and they should be."

Money. That's all this is ever about.

One person wants another person's money.

Makes me want to scream.

Money.

And there's this guy and another guy trying to steal my dad's work to screw each other out of money.

Oh wait. It's not all about money. There's also this insane person who wants to have my dad's suit so he can eat people.

So there's that, too. And I'm supposed to help.

And I type in Eddie Brock and nothing.

Not one mention of him anywhere in this.

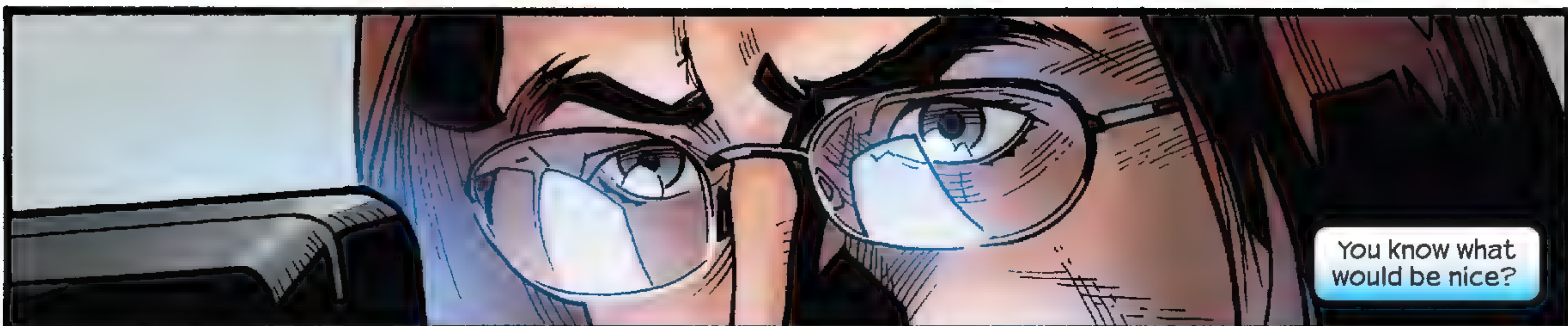
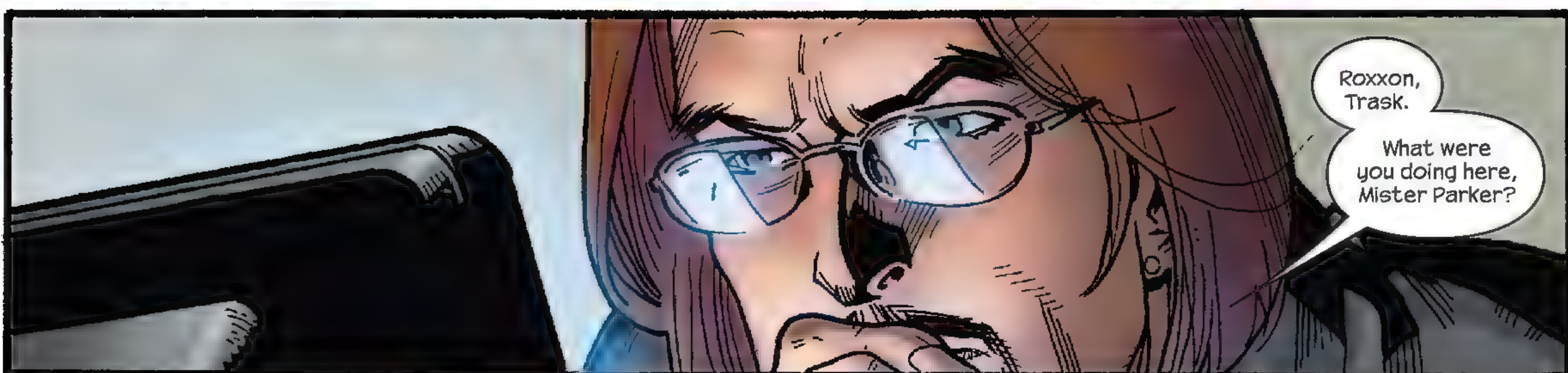
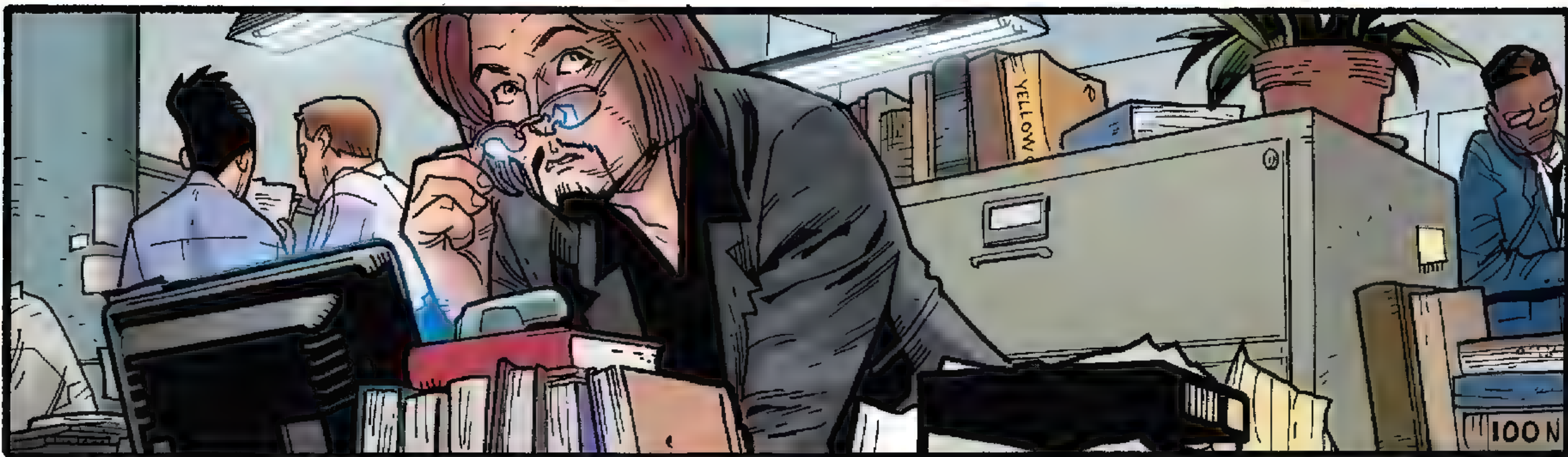
In fact, not one mention of the suit or my father or Eddie's father. Like it's all been deleted from the world.

My dad had papers published. He was of some merit.

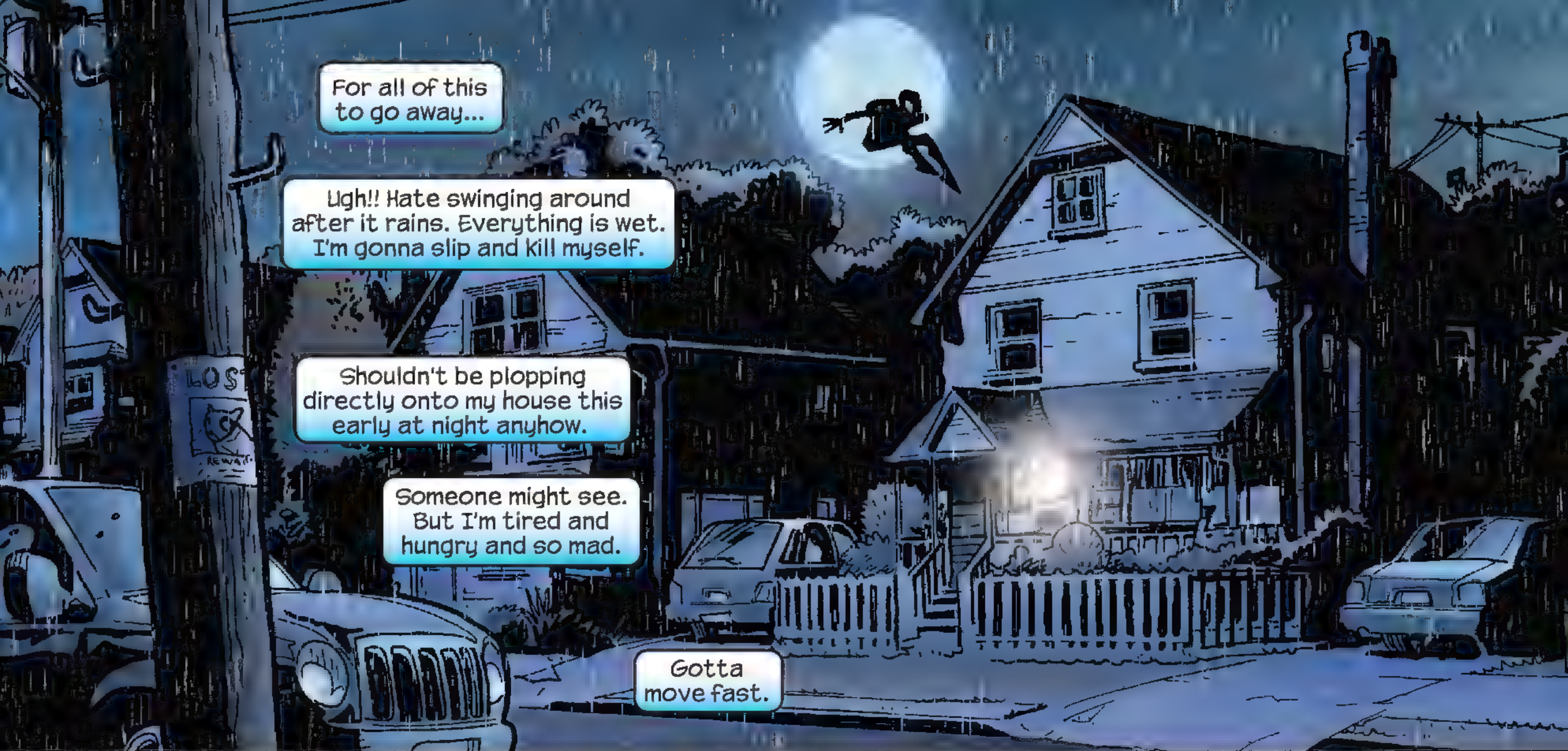
Where is it? Where is he?

He's been **erased?**









For all of this  
to go away...

Ugh!! Hate swinging around  
after it rains. Everything is wet.  
I'm gonna slip and kill myself.

Shouldn't be plopping  
directly onto my house this  
early at night anyhow.

Someone might see.  
But I'm tired and  
hungry and so mad.

Gotta  
move fast.



The good news about the Spidey  
powers is that if Eddie is following me  
around he sure as @#\$ can't keep up.

You know what I should do?  
I should call Eddie's bluff.

"Go ahead, Eddie, tell the  
world I'm Spider-Man."

I save people. I've  
saved people from you.

You tell them about  
me, they're going to find  
out about you, too.



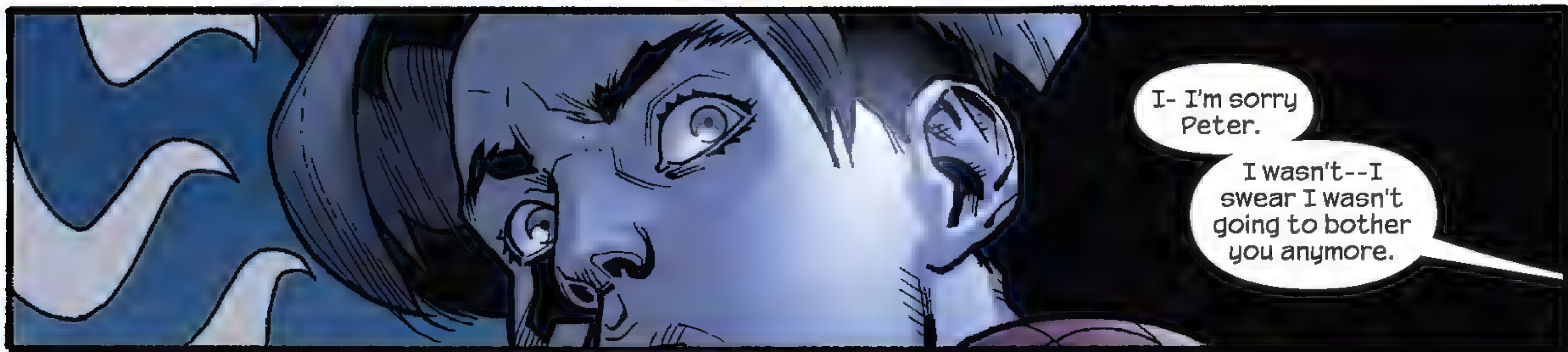
Thing is- all I want to do  
is *help* the guy. I *do*. I feel  
bad, I feel guilty.

He shouldn't have  
his whole life ruined.  
I'll help him.

Why does he have to turn it  
into "*me against him*"?? What  
did I do to him? Nothing.

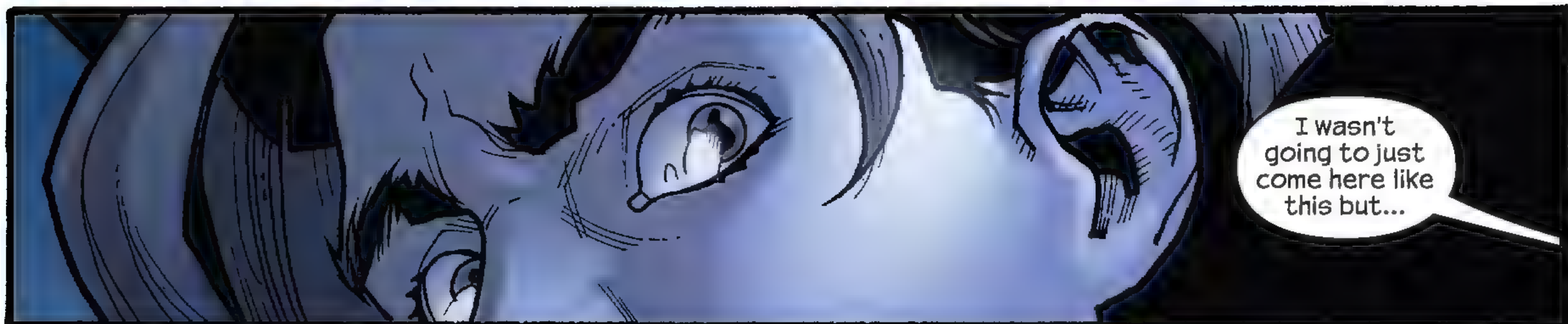
If he shows up here  
again I'll just grab him  
and take him to--

Peter?



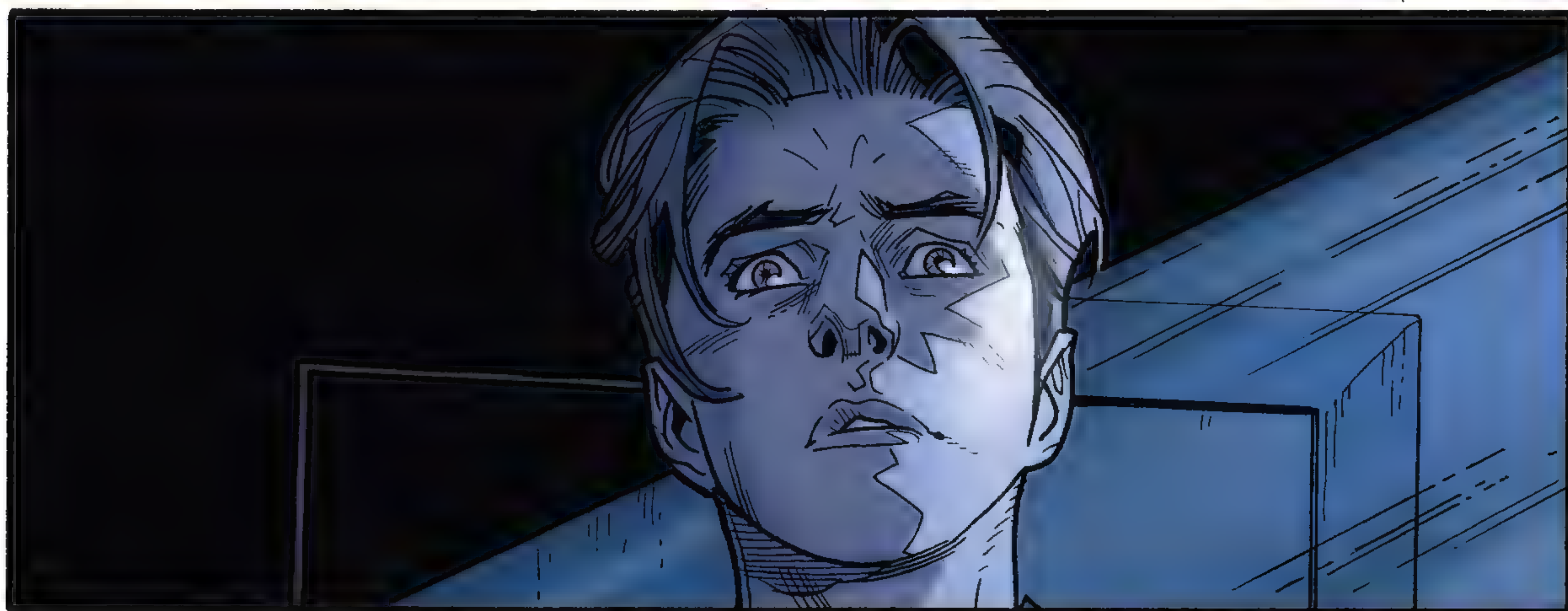
I- I'm sorry  
Peter.

I wasn't--I  
swear I wasn't  
going to bother  
you anymore.



I wasn't  
going to just  
come here like  
this but...

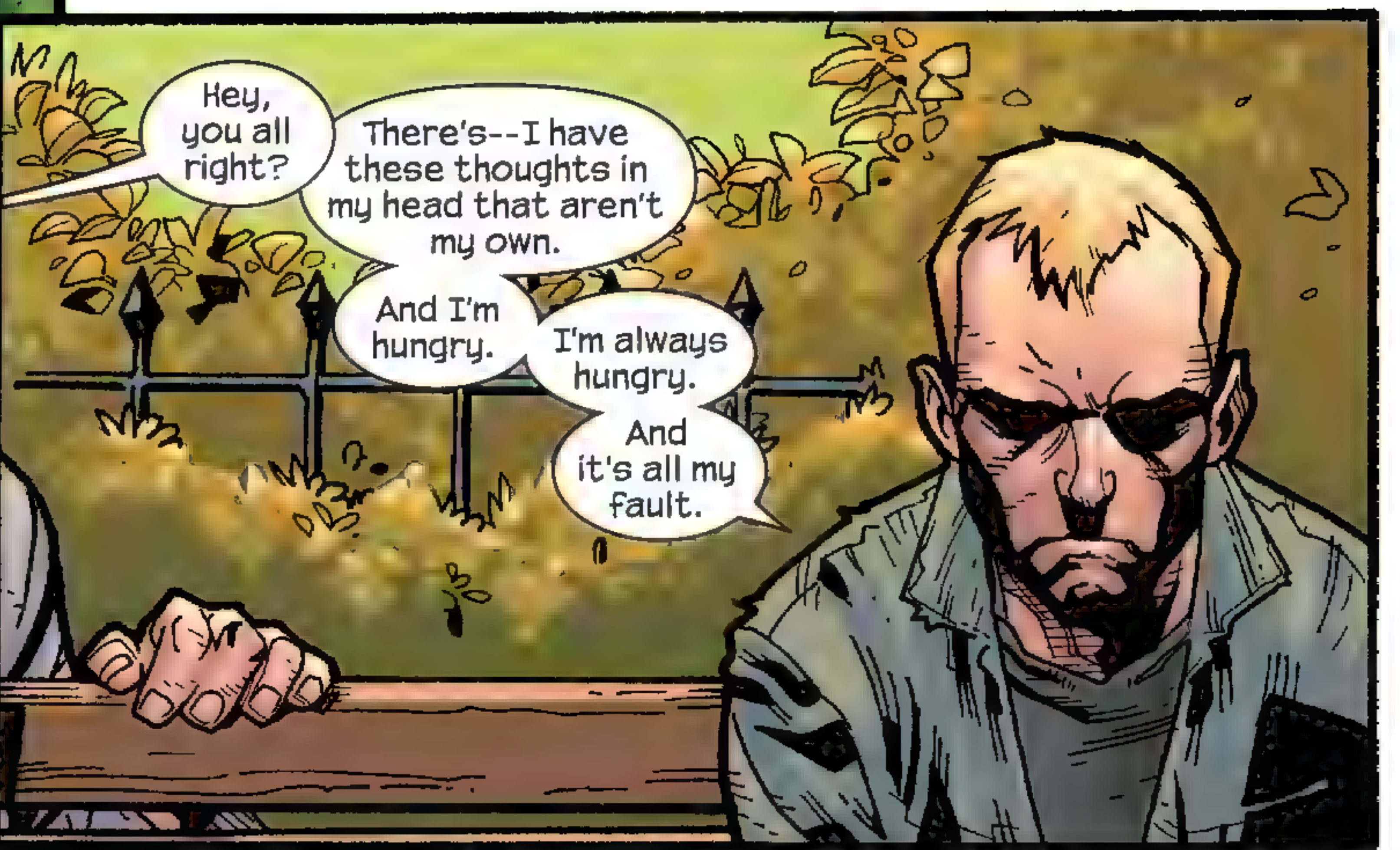
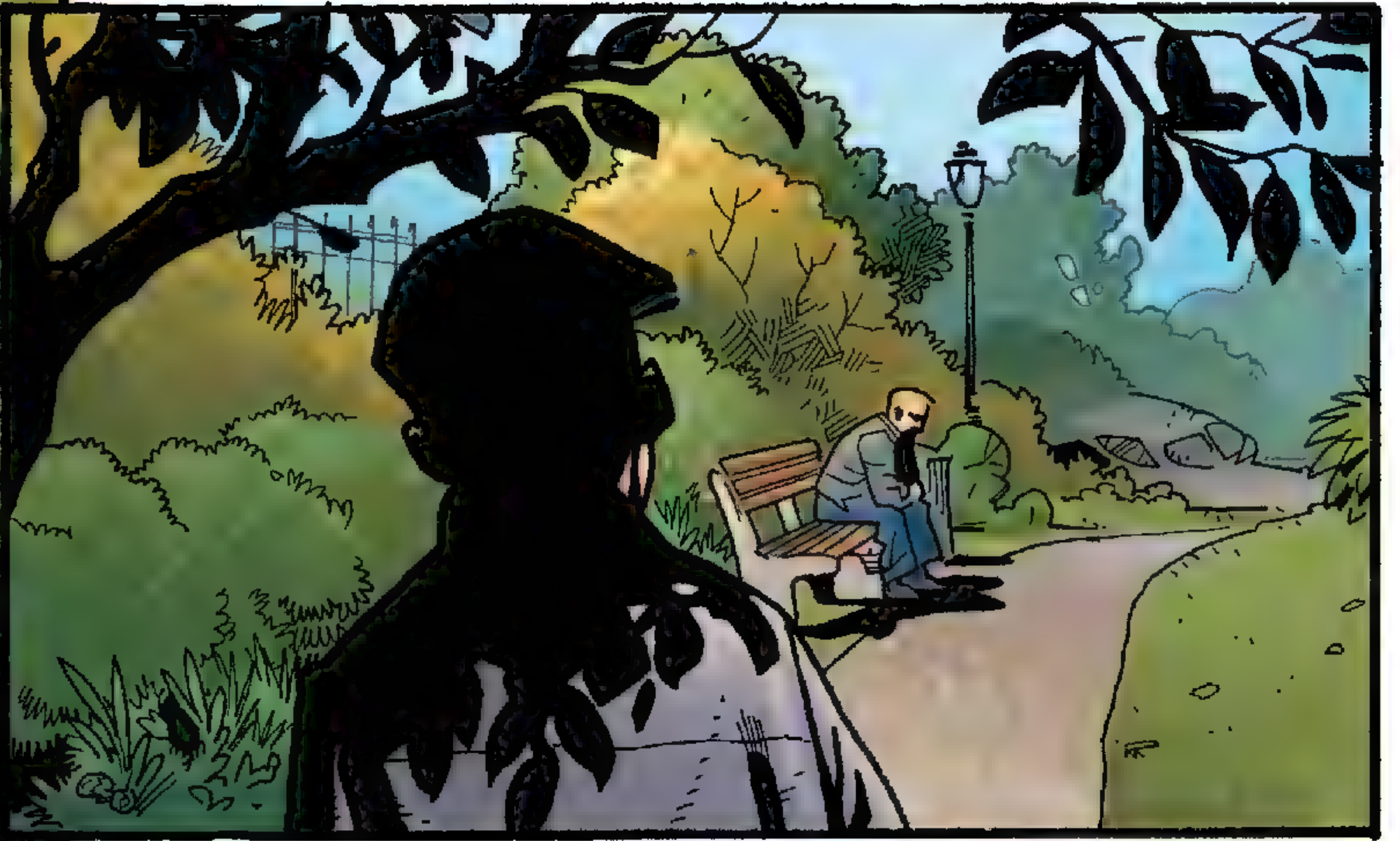




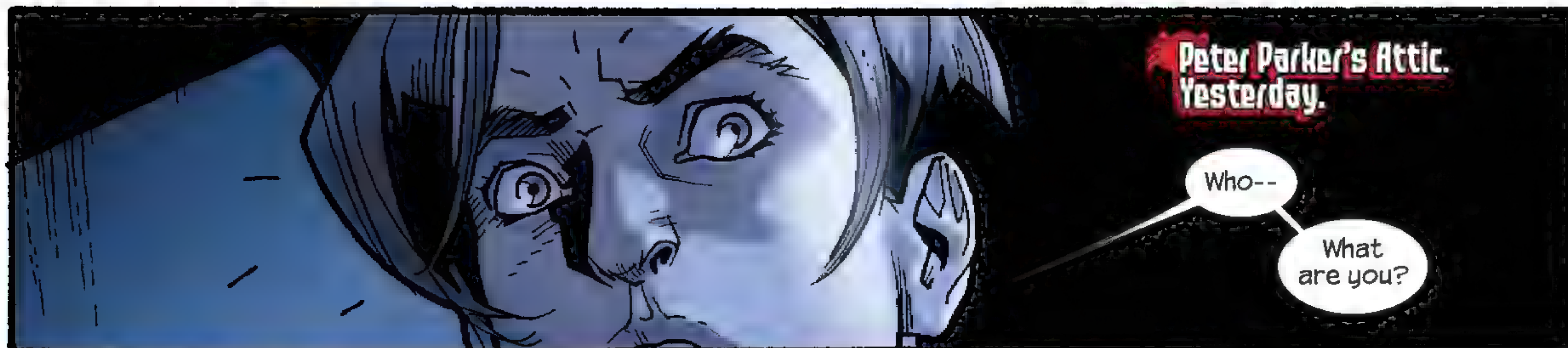








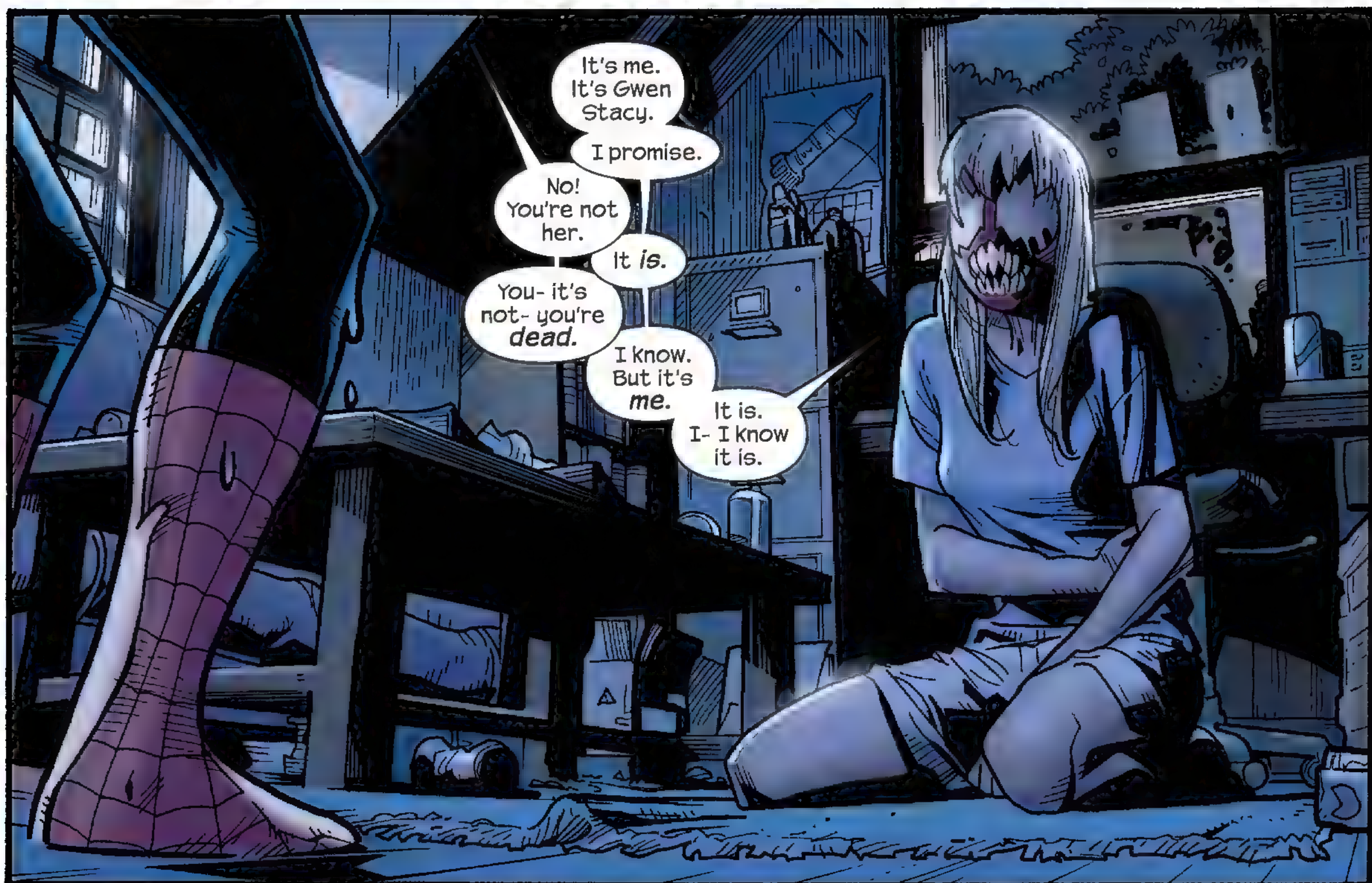




Peter Parker's Attic.  
Yesterday.

Who--

What  
are you?



It's me.  
It's Gwen  
Stacy.

I promise.

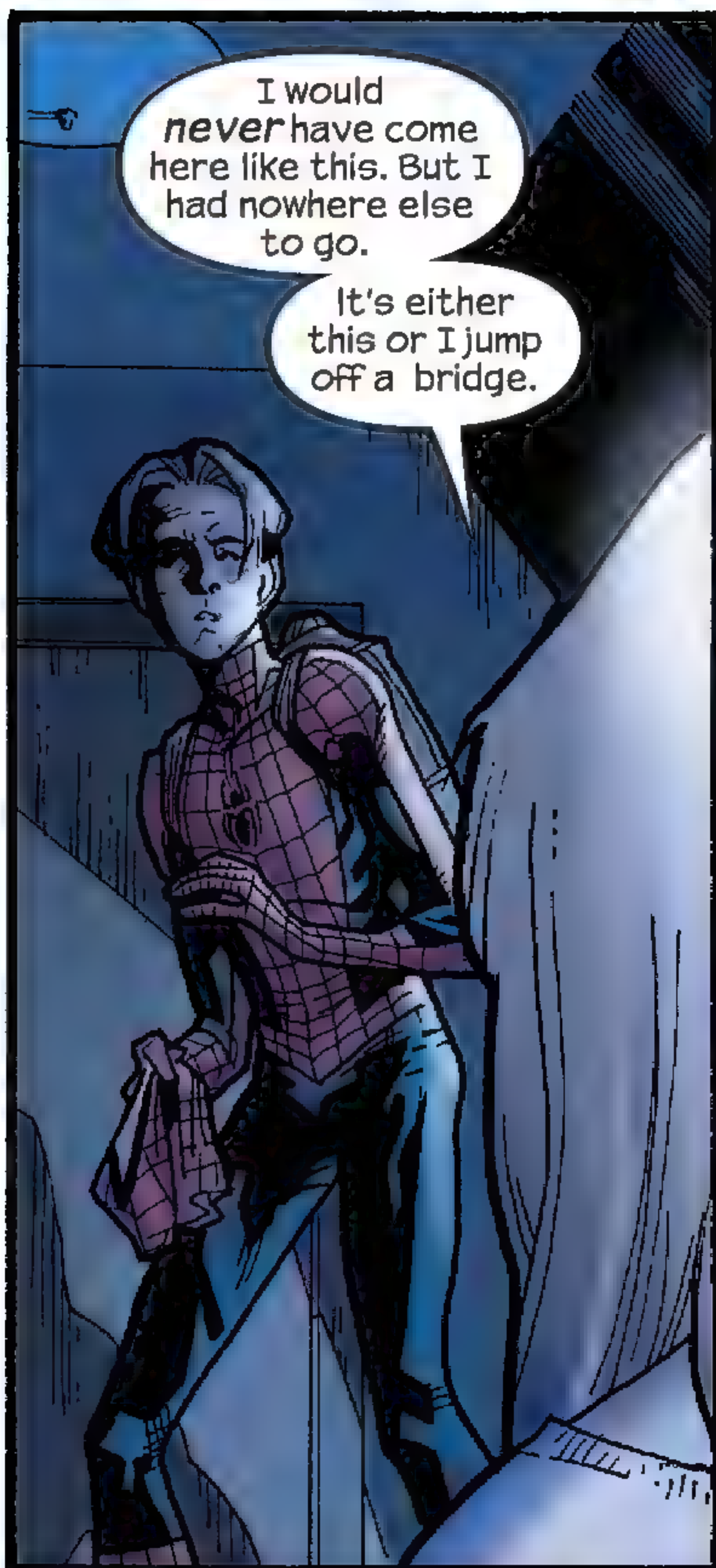
No!  
You're not  
her.

It is.

You- it's  
not- you're  
dead.

I know.  
But it's  
me.

It is.  
I- I know  
it is.



I would  
**never** have come  
here like this. But I  
had nowhere else  
to go.

It's either  
this or I jump  
off a bridge.



Peter,  
you're like my  
brother.

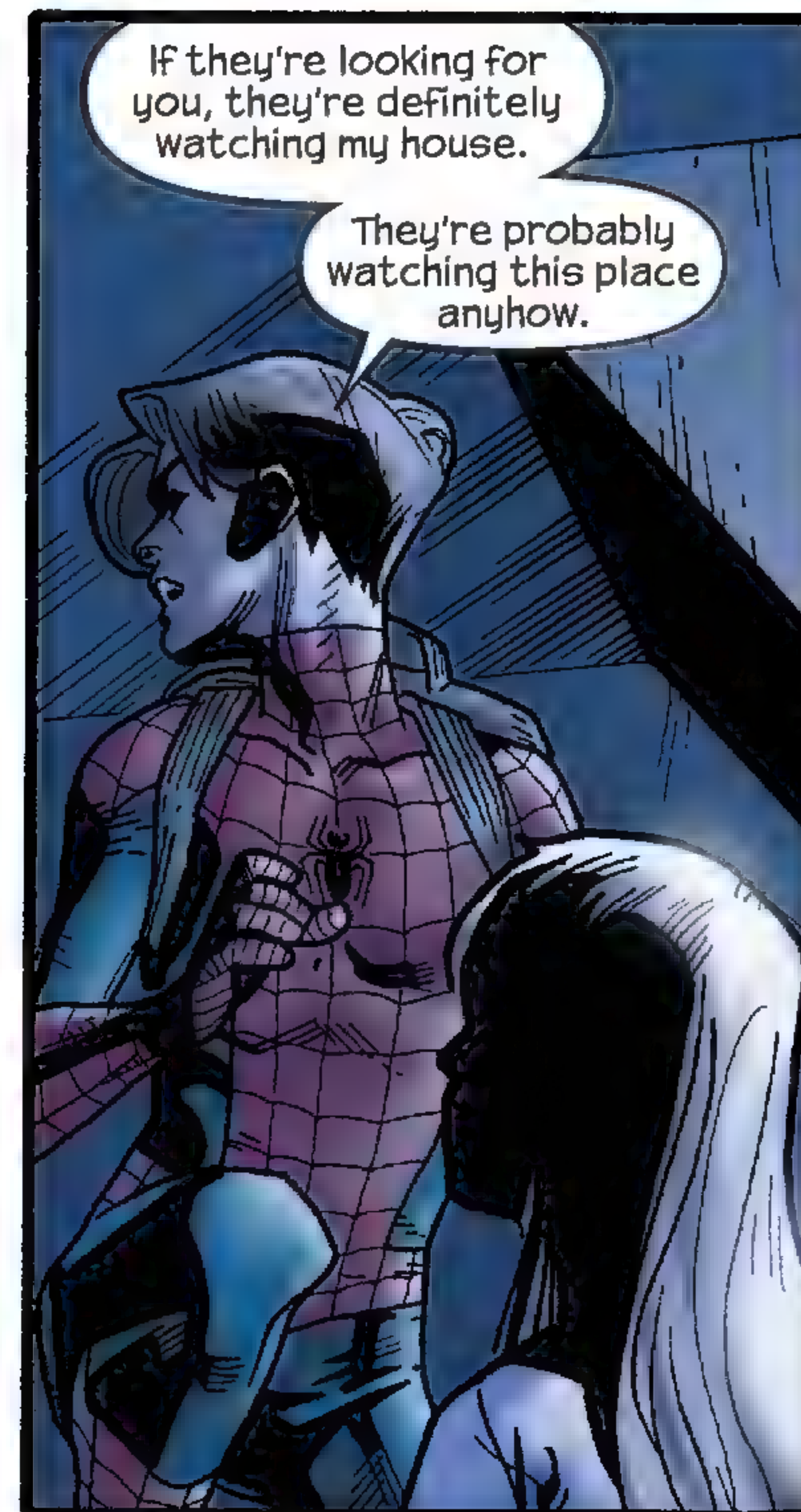
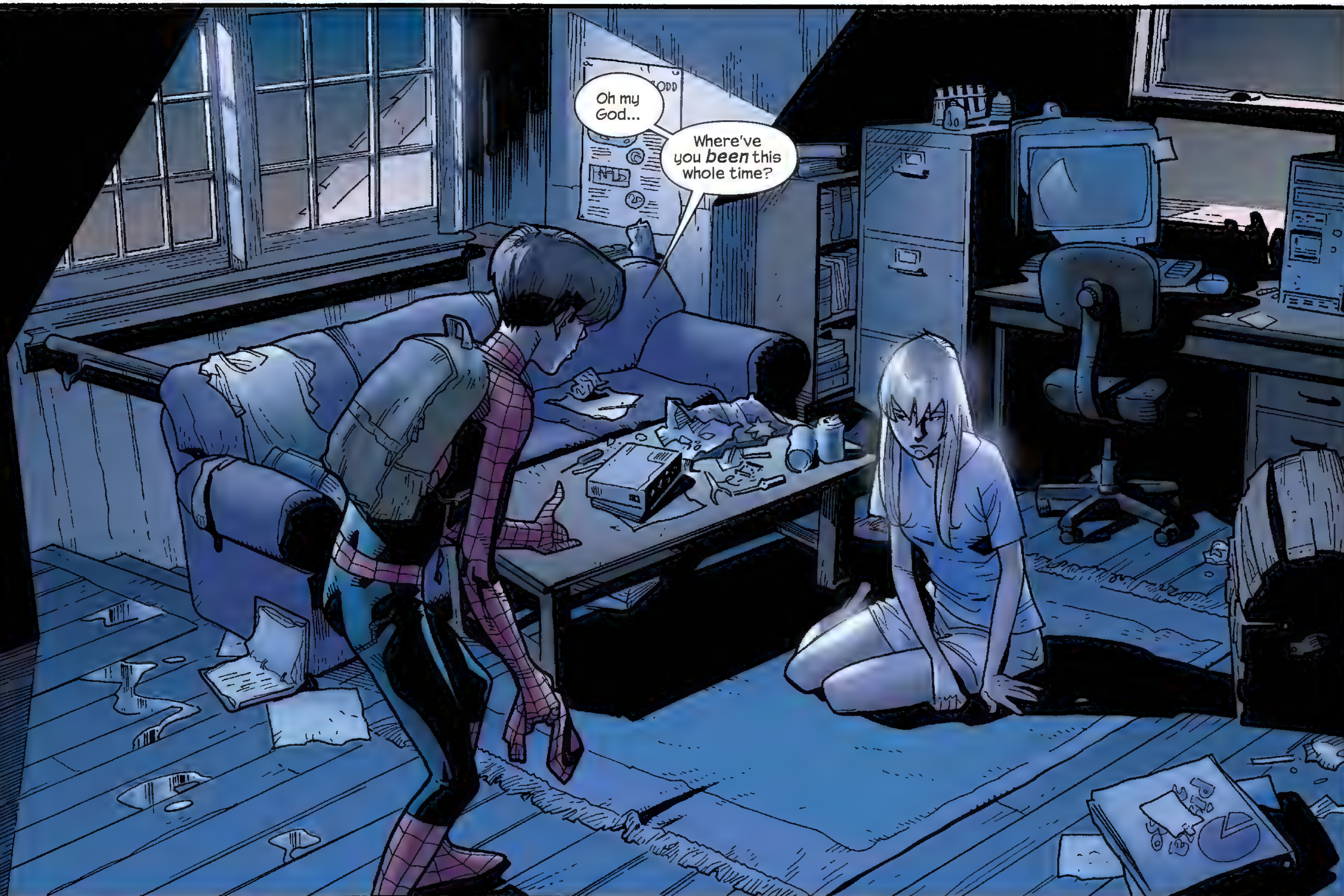
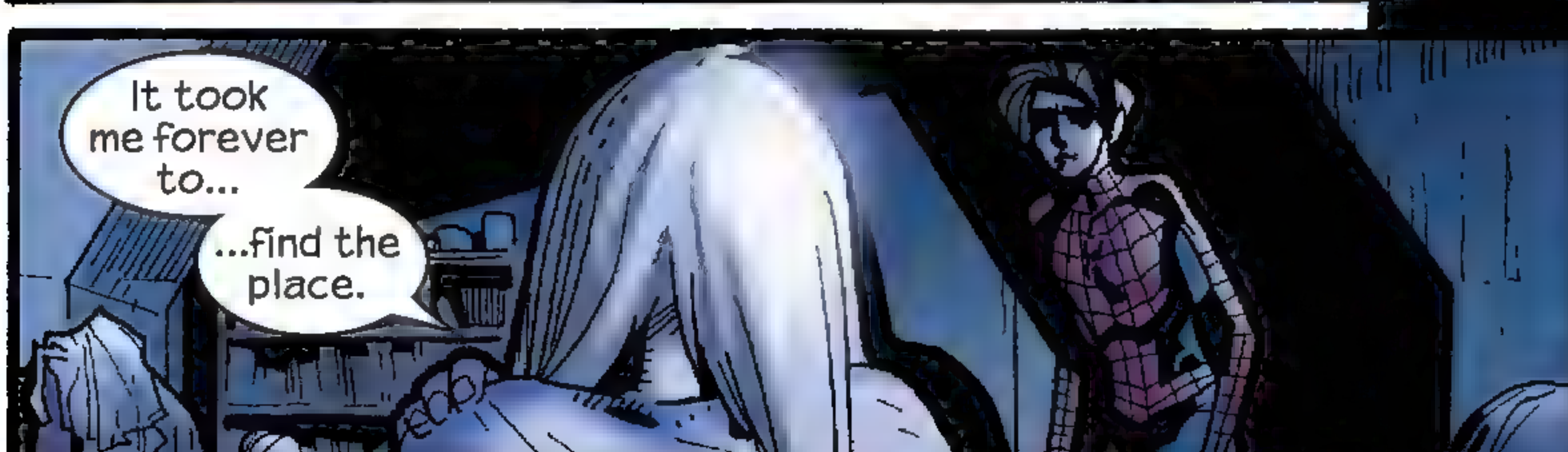
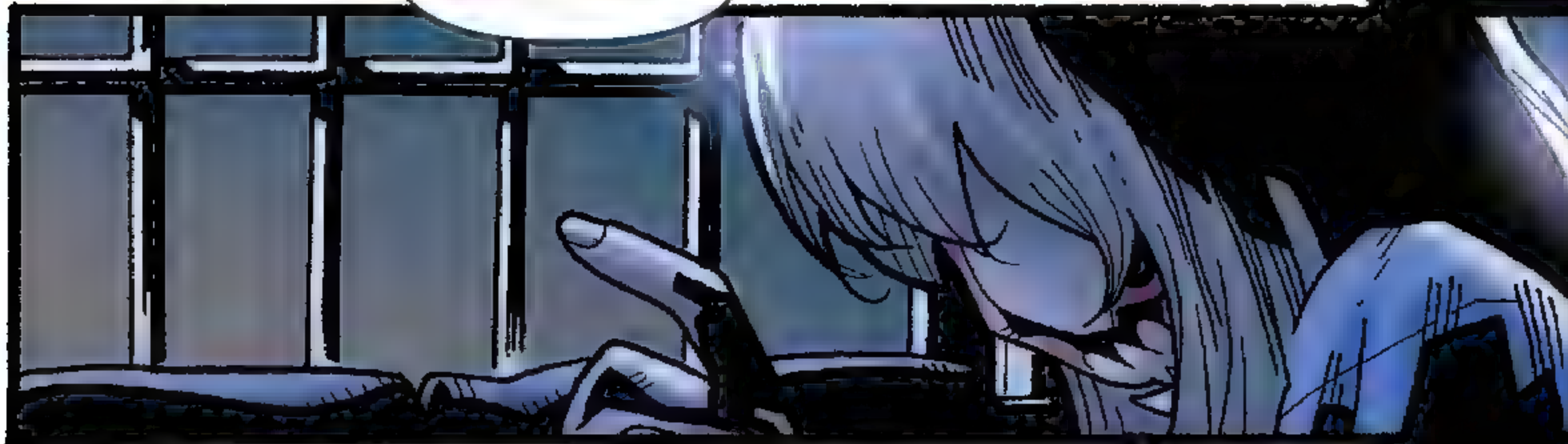
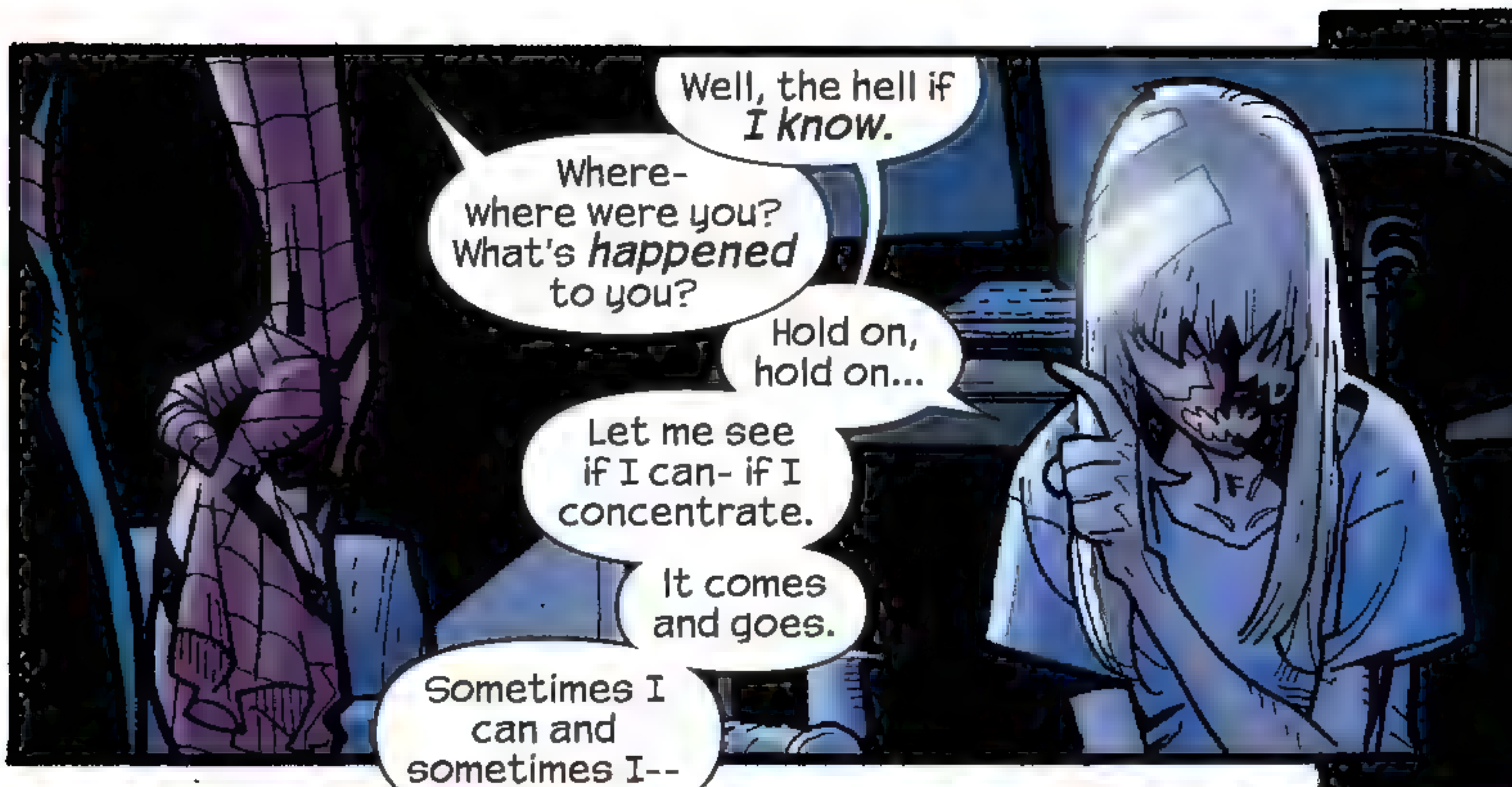
You and  
Aunt May, you're  
my only family.

Please,  
please help  
me.



How  
could this  
be?









Who is it?

It's Eddie Brock, ma'am.

I'm a friend of Peter's.

Peter isn't here.

Actually, I think he is.

Can I come in?

"Eddie..."

You're Eddie Brock, Jr.

Yes, ma'am.

Do you-  
do you have  
special powers  
or something,  
Eddie?

What?

No. No, ma'am.

Do  
you have  
a gun?

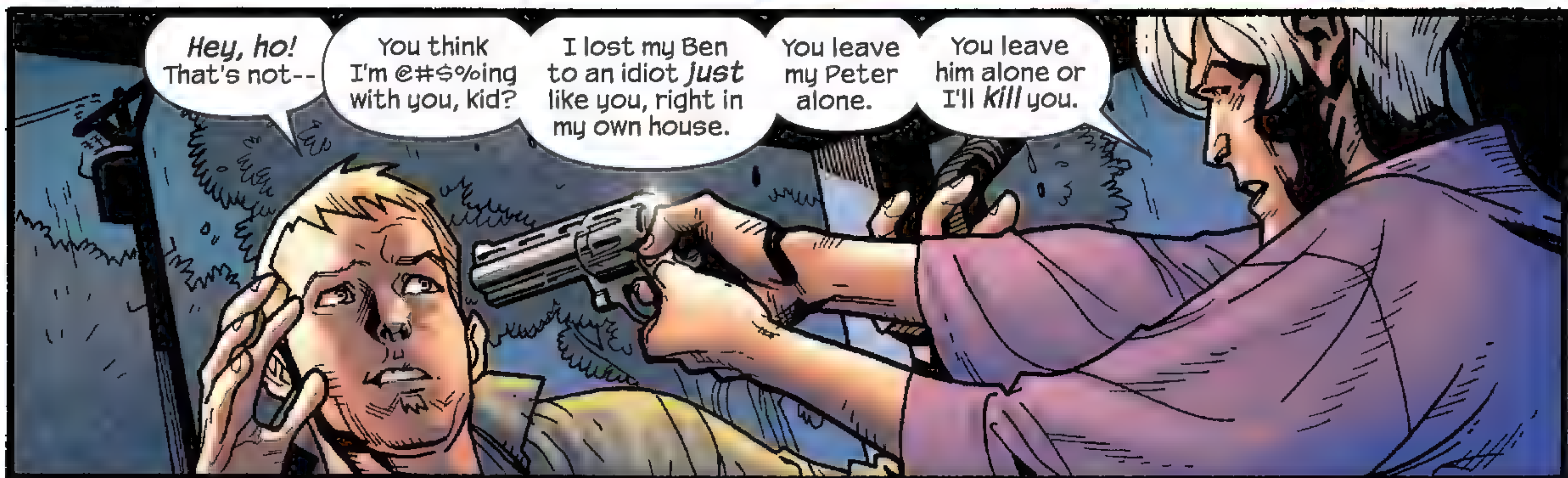
What?  
No, ma'am.

I--

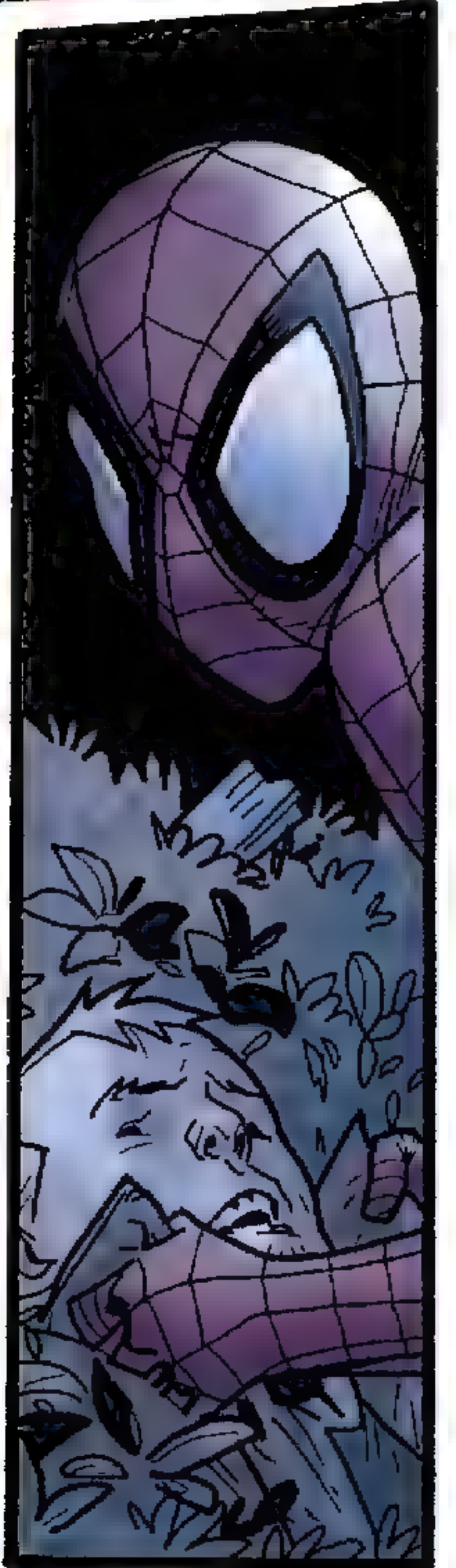
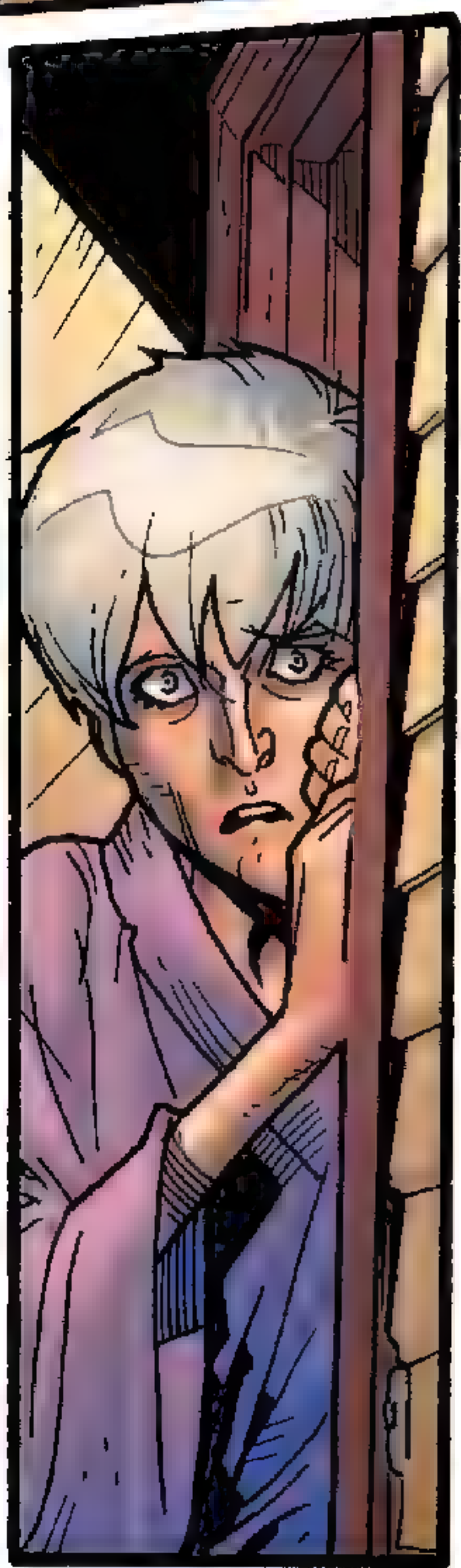
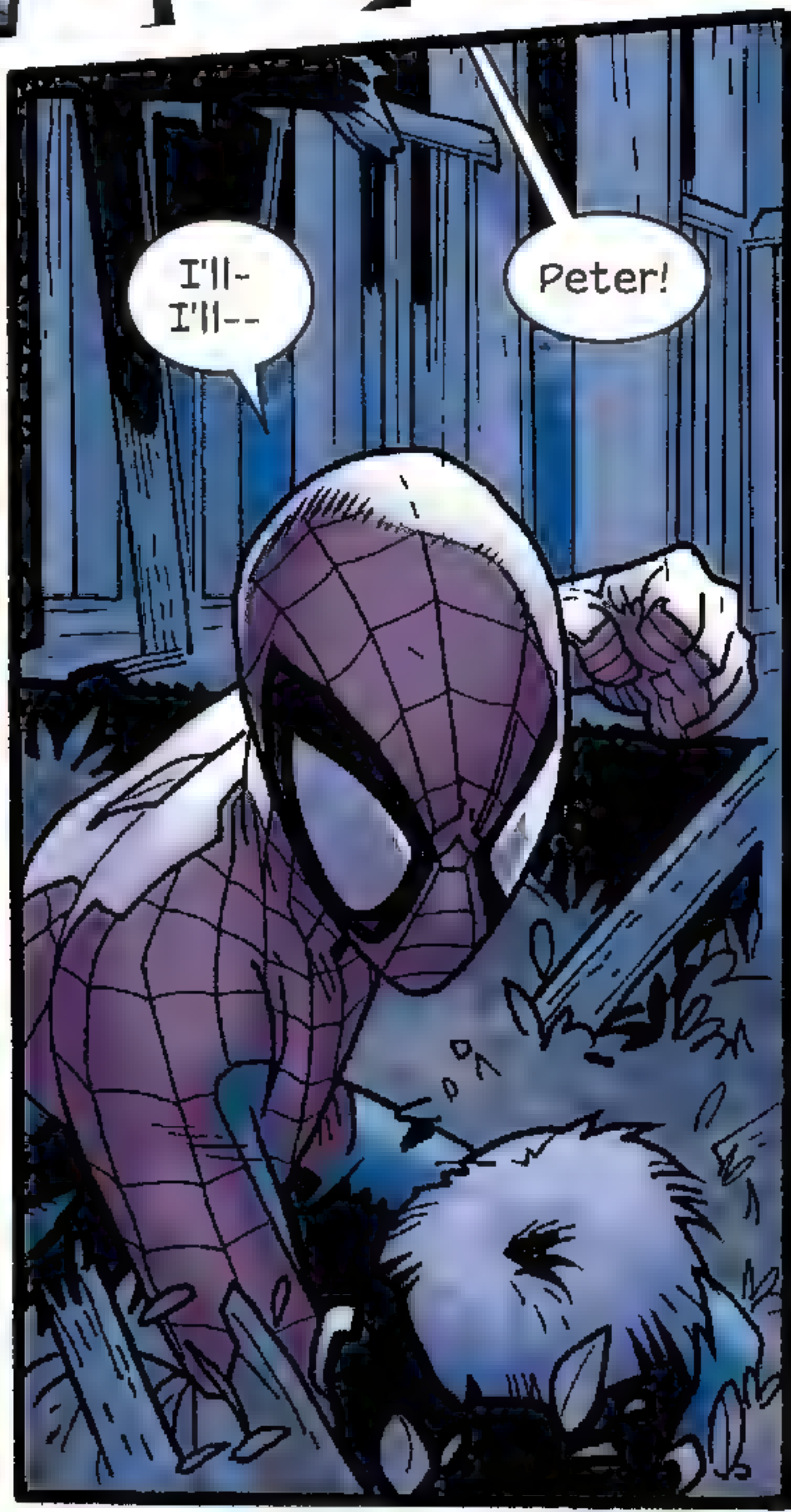
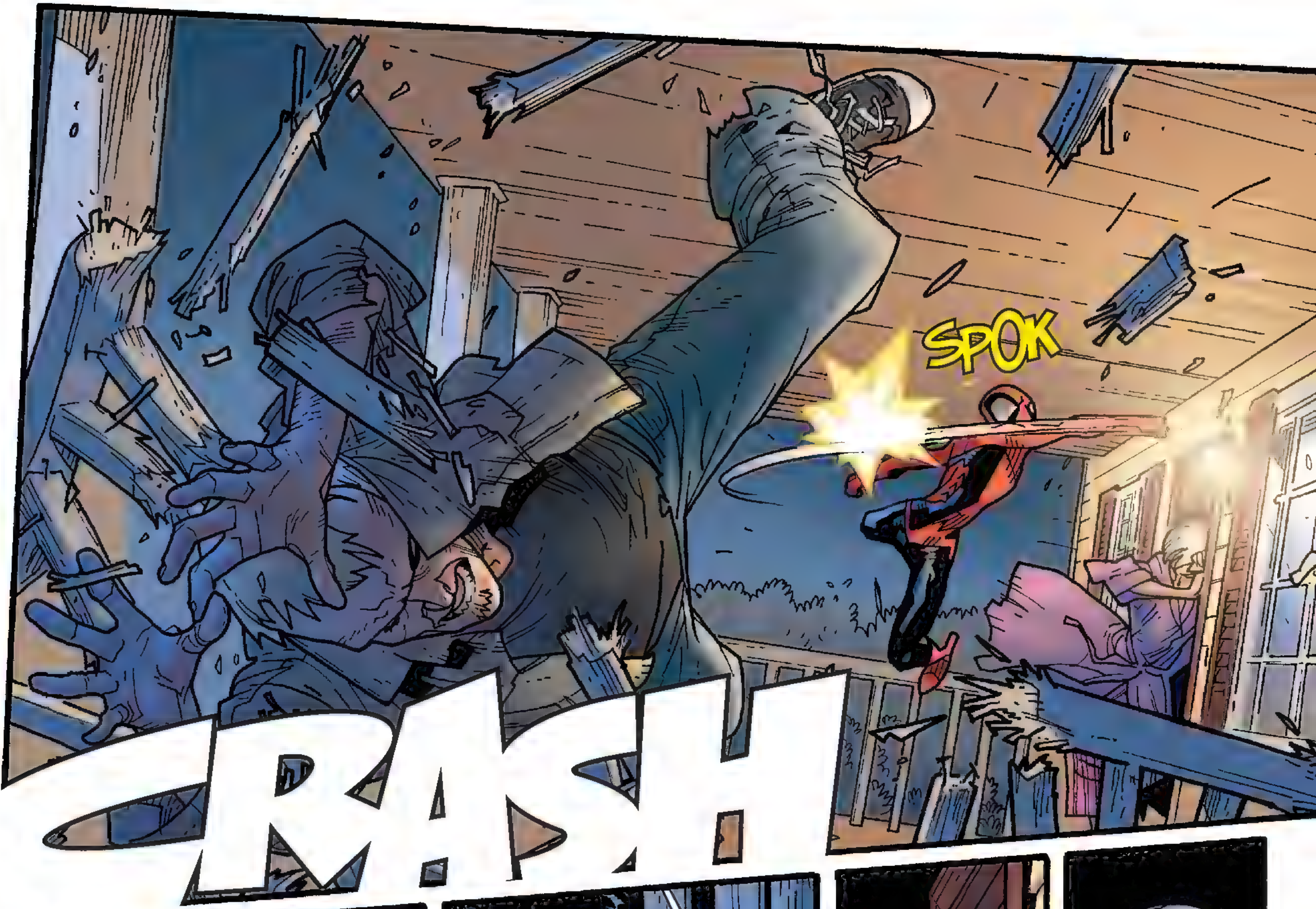
Hold  
on...

**RATTLE  
CLINK**

















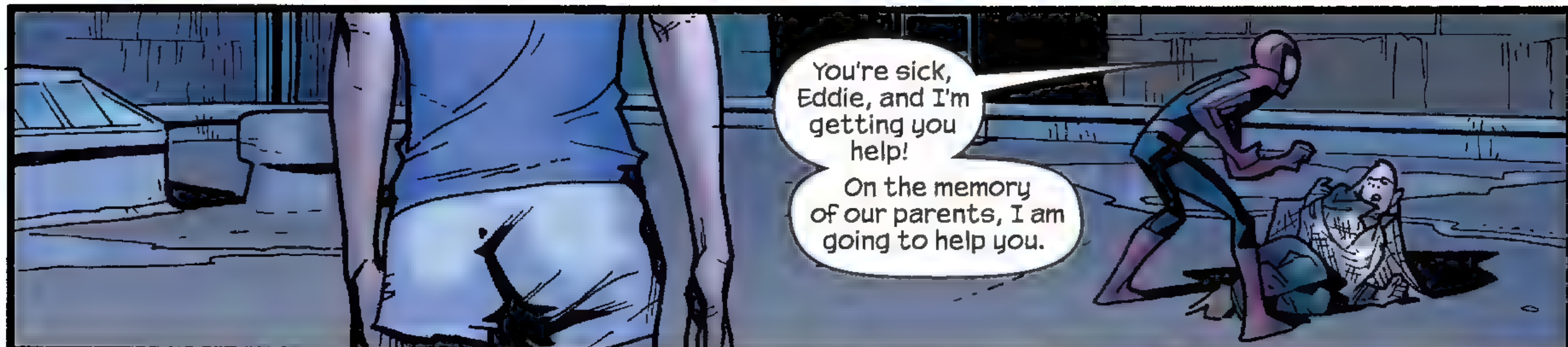
BECAUSE  
YOU GOT  
EVERYTHING!!

YOU!

AND I GOT  
NOTHING.

And then-  
then it chose  
you over  
me!!

It was  
mine and  
it went to  
you.



You're sick,  
Eddie, and I'm  
getting you  
help!

On the memory  
of our parents, I am  
going to help you.



You see this girl  
behind me?

I'm going to tell  
you something about  
her. I'm going to show  
you something!!

I'm going to  
show you *exactly*  
what you think you  
want.

I'm going  
to show you how  
truly screwed up  
in the head you  
are.



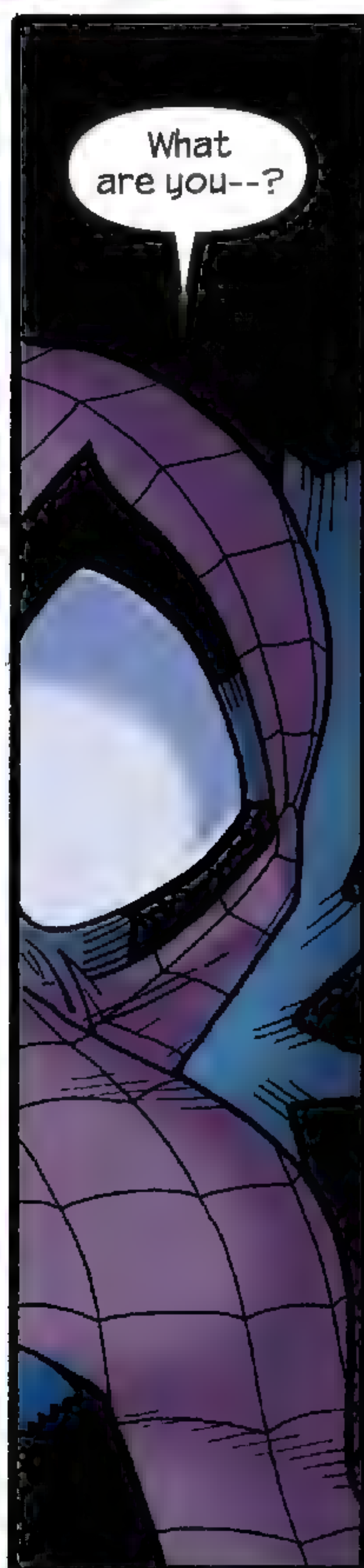
Gwen, show  
him!! Show him  
what's inside  
you.



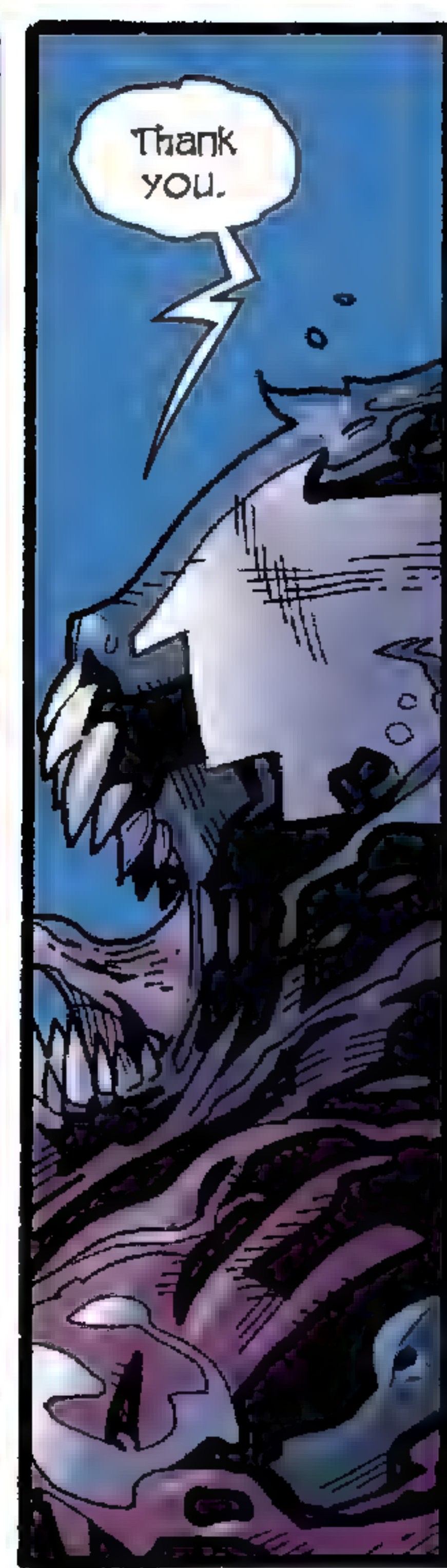
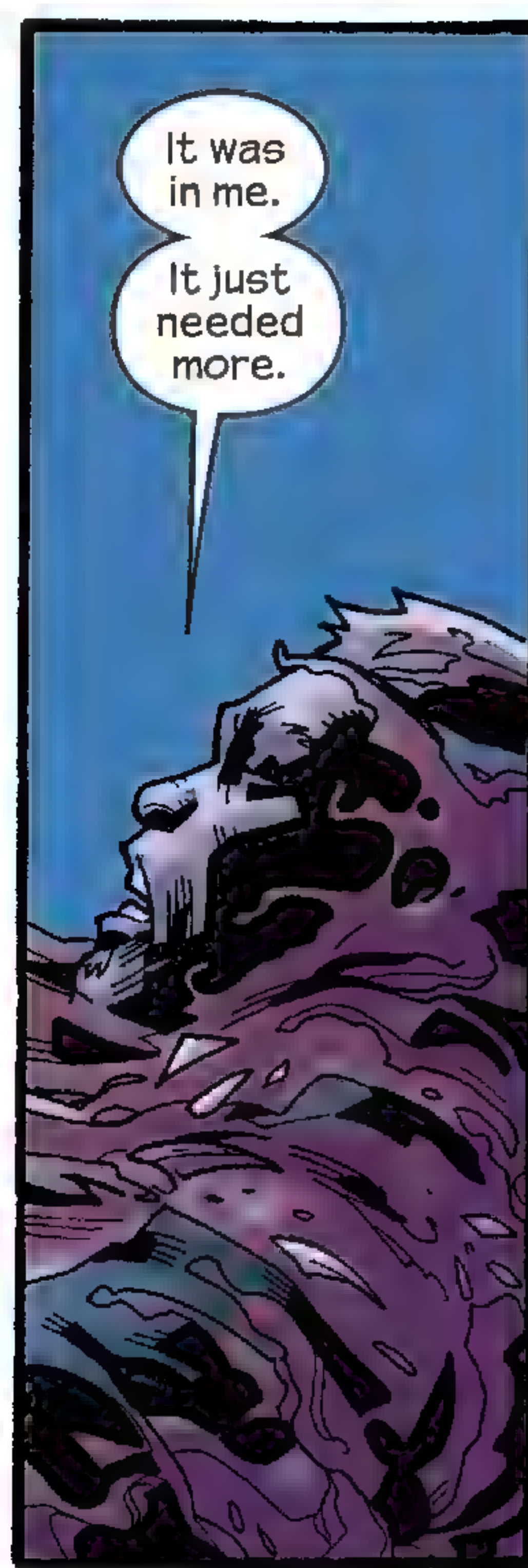
Show  
him what  
is so--



What  
are you--?



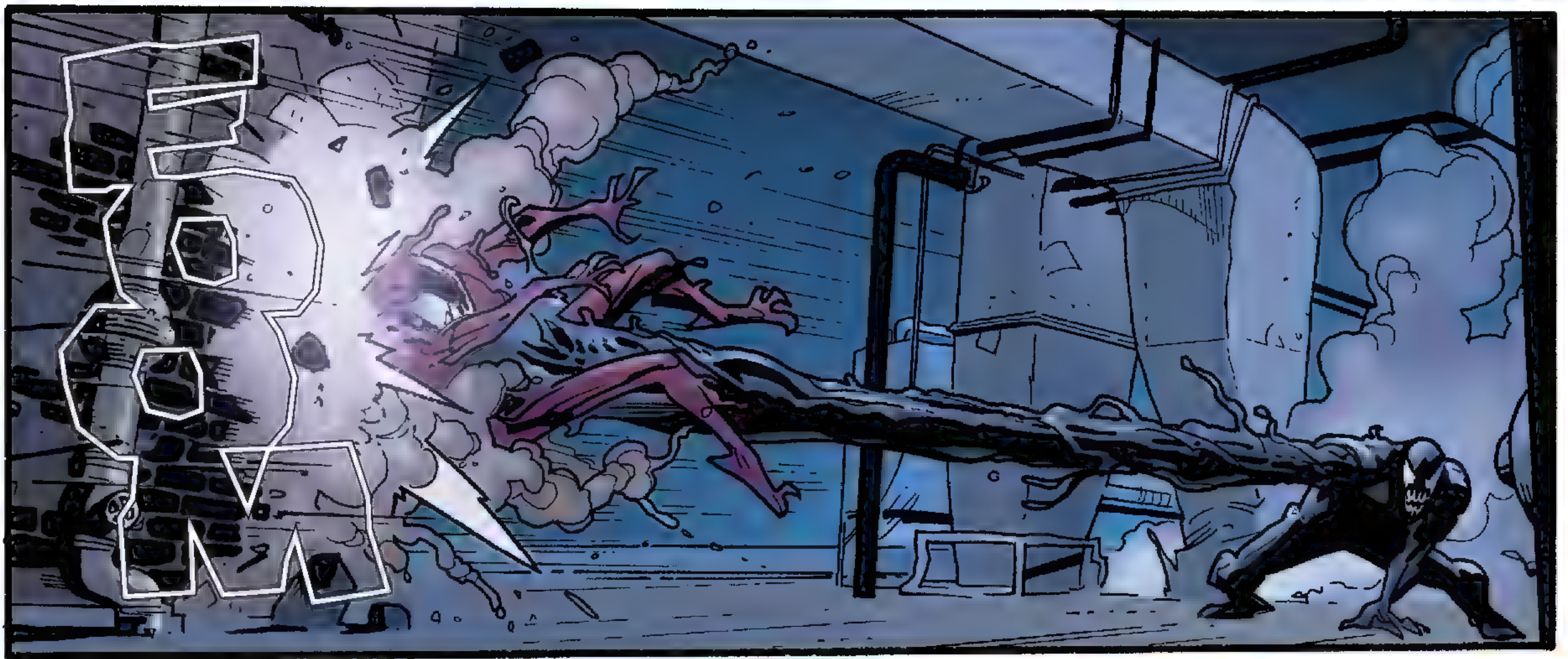
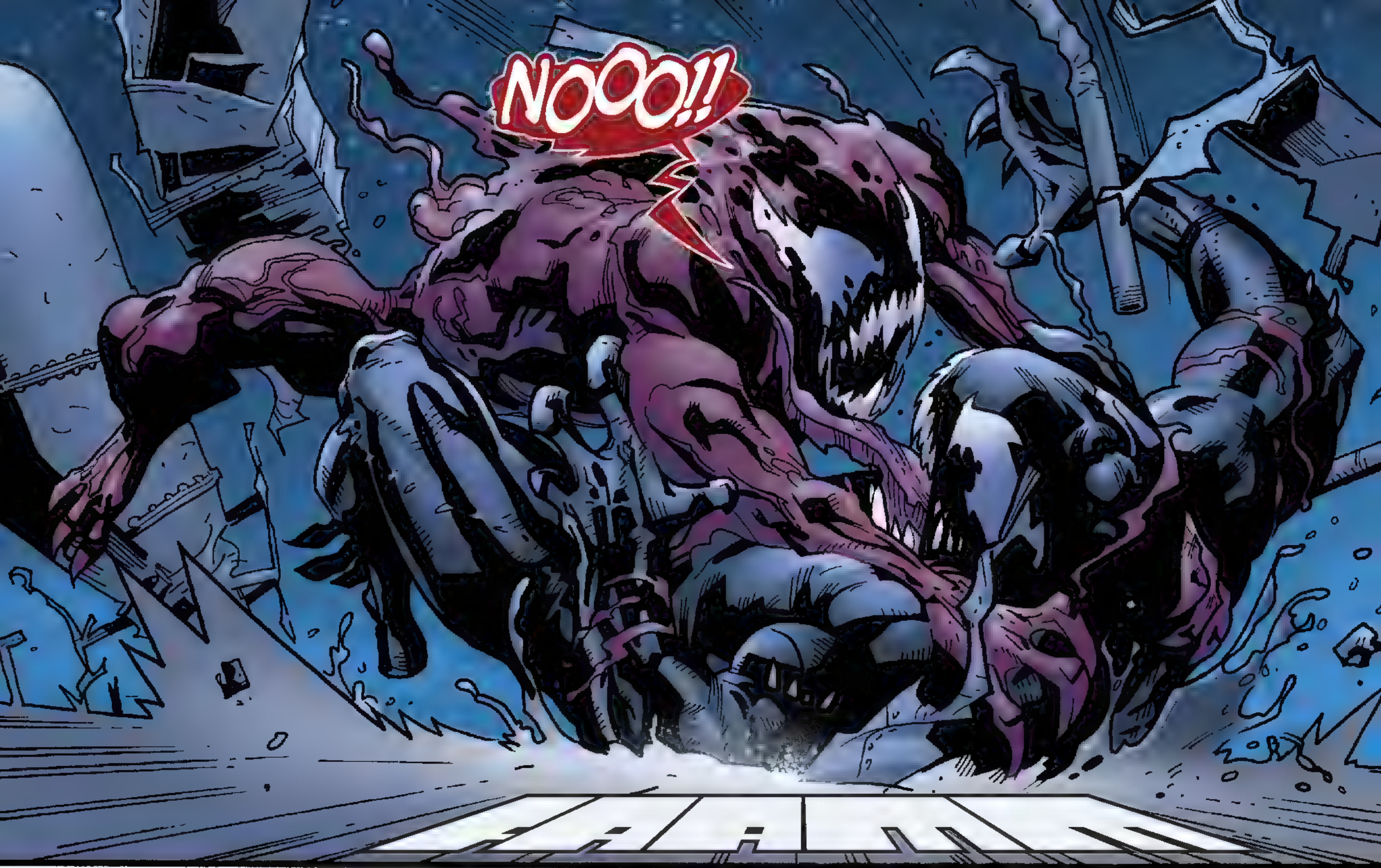




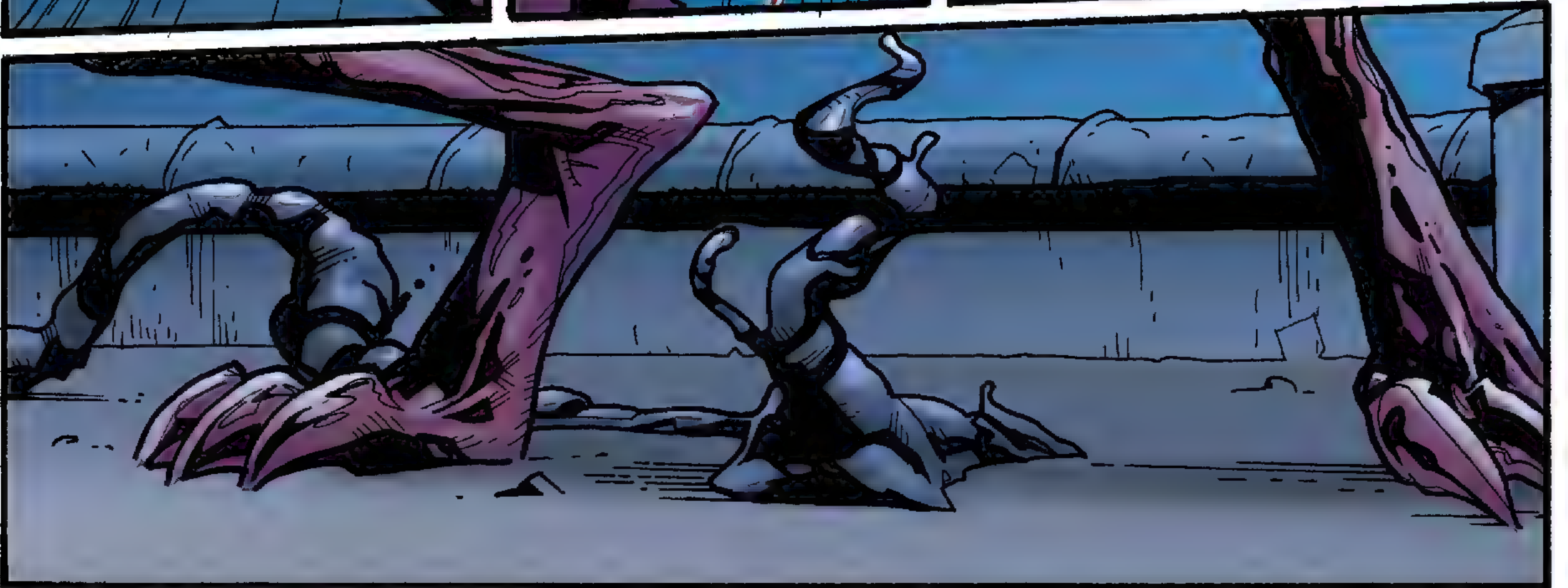




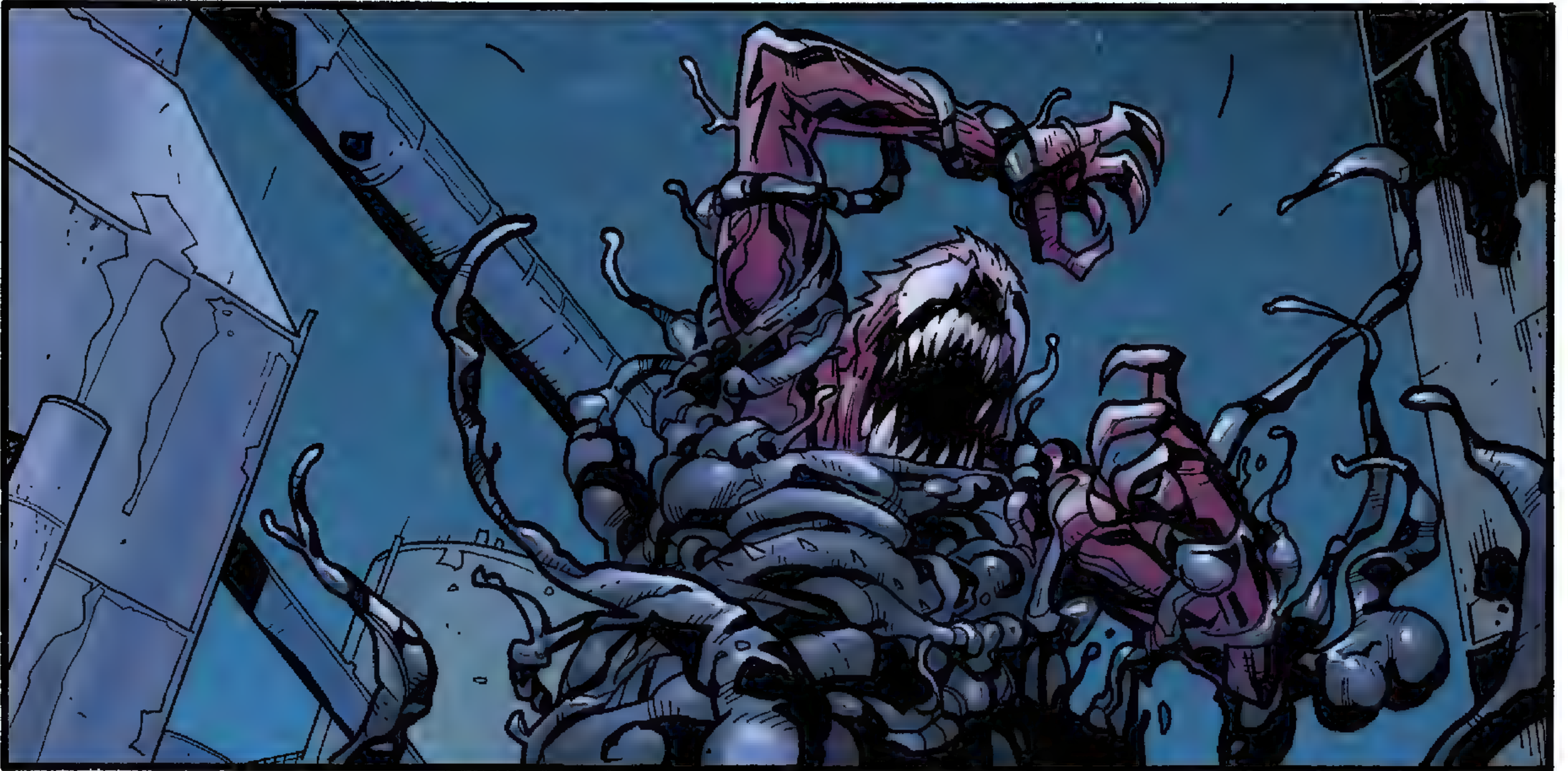
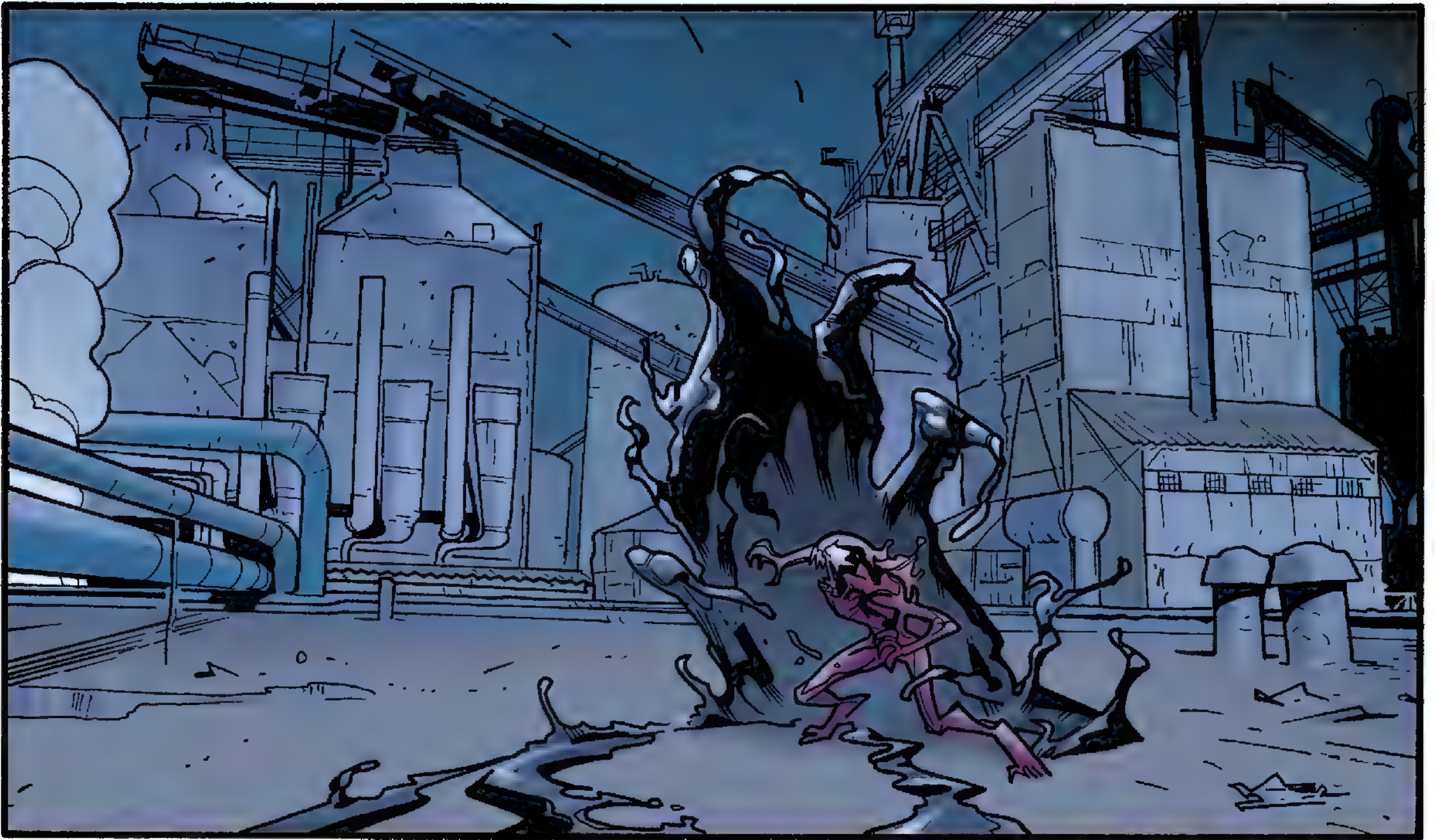








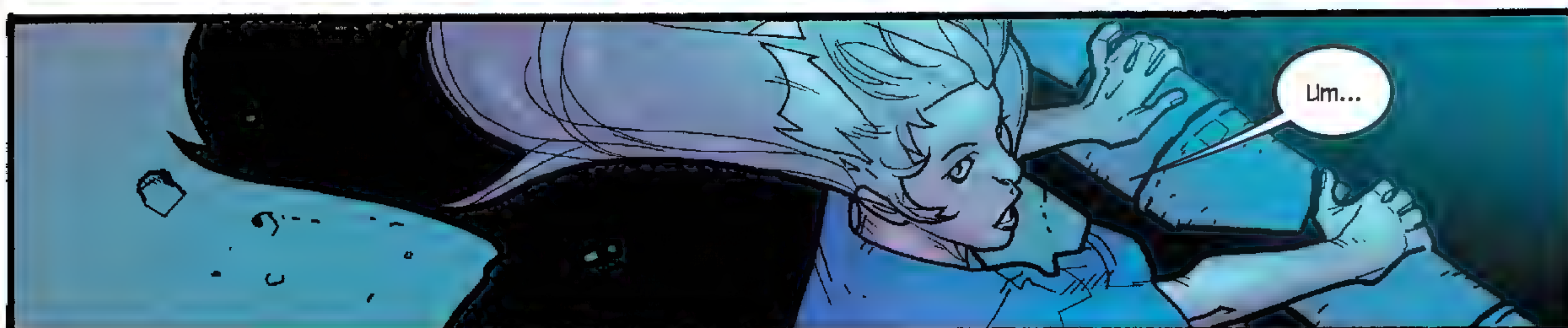
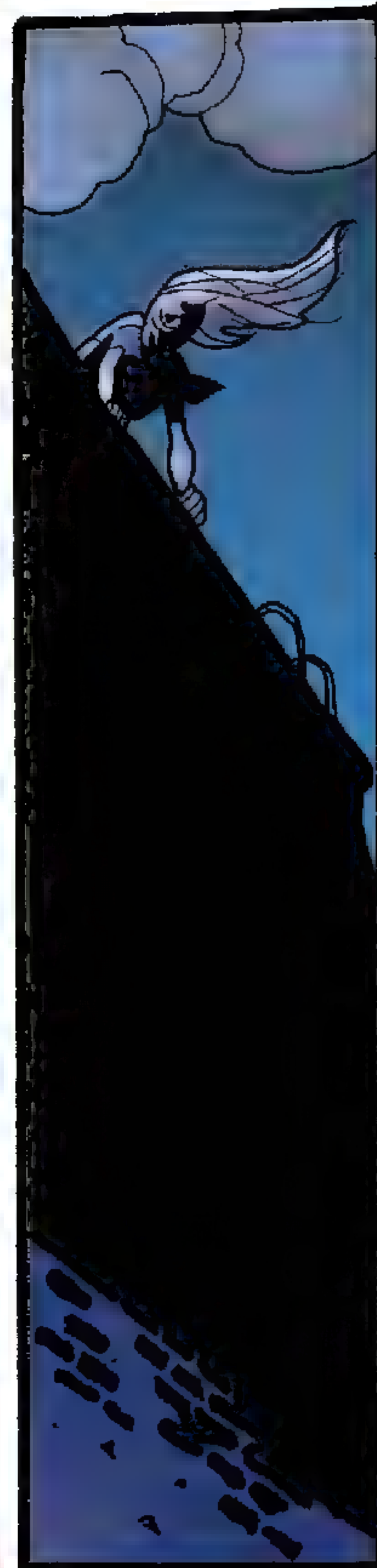




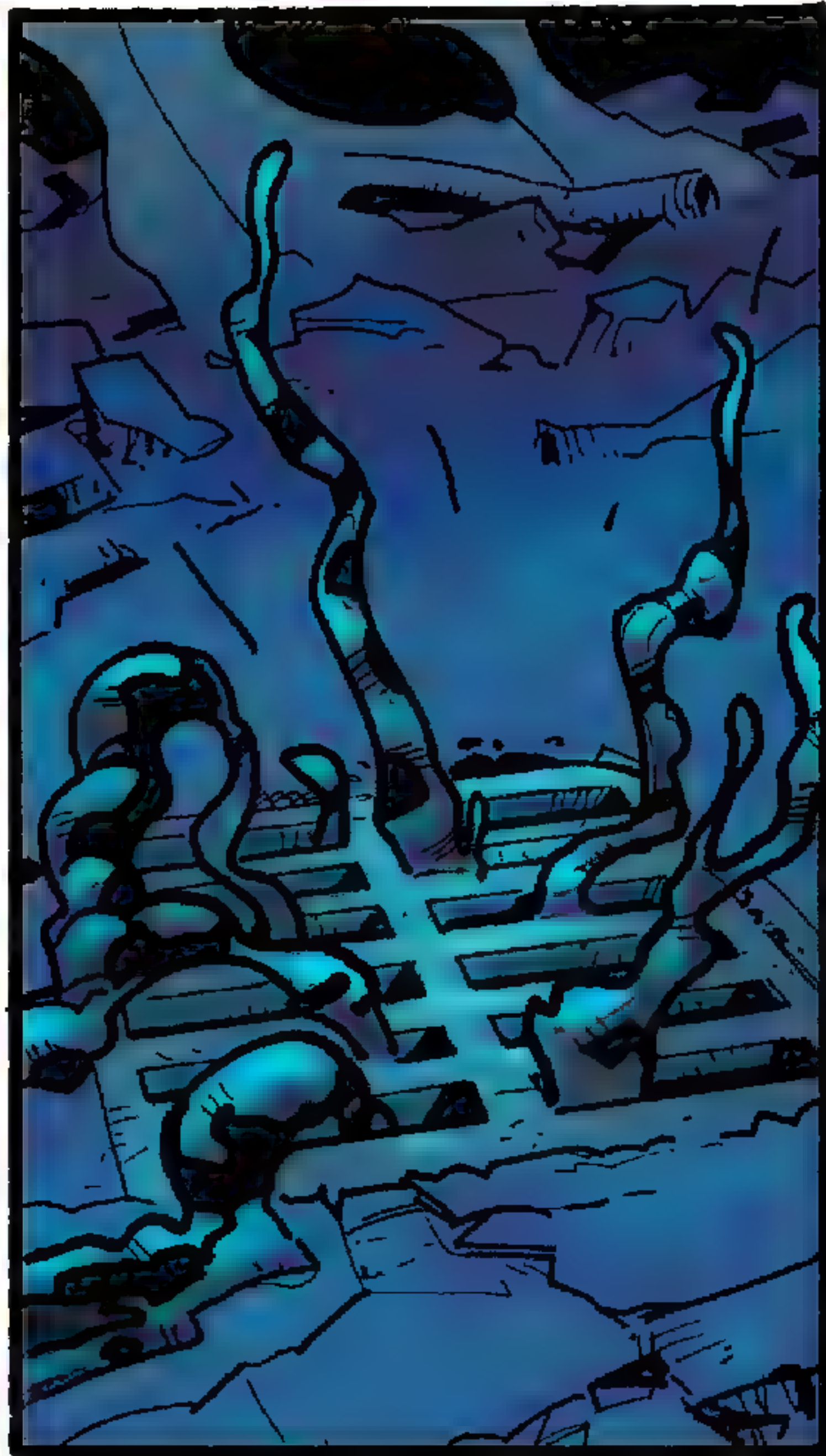
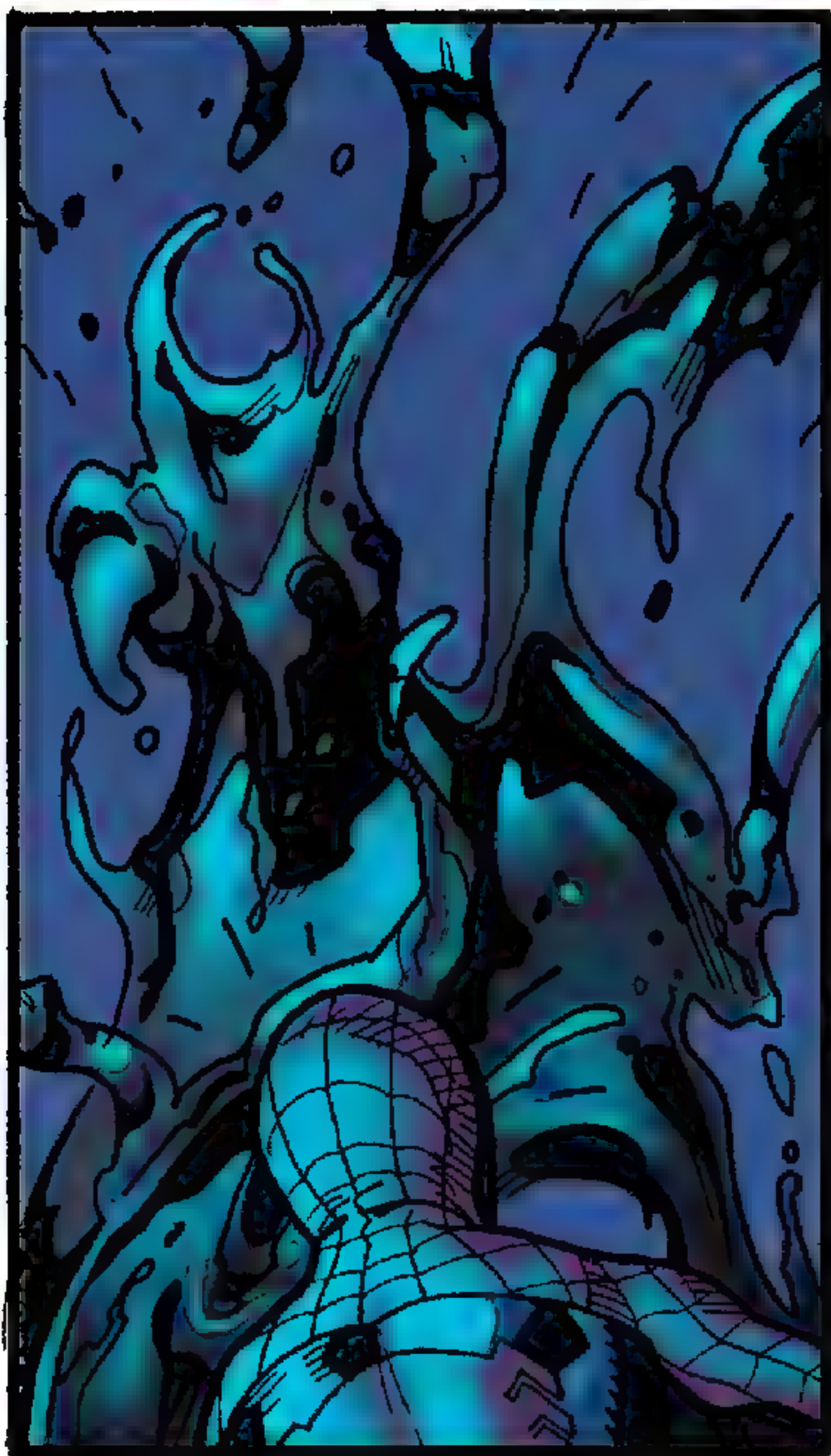














The Triskelion,  
S.H.I.E.L.D. Headquarters.  
Later...

She's clean.

She's on every level a regular sixteen-year-old girl.

No symbiote in her.

No. None.

No nothing.

On every level a regular sixteen-year-old girl.

You sure? How-how?

I mean she *died*.

The symbiote originally killed her. It destroyed her host form.

Yeah, but Mister Stark...

And, hold on, and in doing so we would surmise it absorbed her essence. Her DNA, her genetic code sequences.

It then, in turn, abandoned those essences and codes for another.

Leaving the body.

And...

She's clean.

So she's a clone.

She's, well, she's a molecular copy.

But an exact one. There's—there's no difference. On any definable genetic level.

So the question is...if she is *biologically* Gwen Stacy, and *mentally* Gwen Stacy...

Who are we to say she's *not* Gwen Stacy?

She's alive.

She's healthier than me.

Hey! Ho!

So what?

Is she your girlfriend?

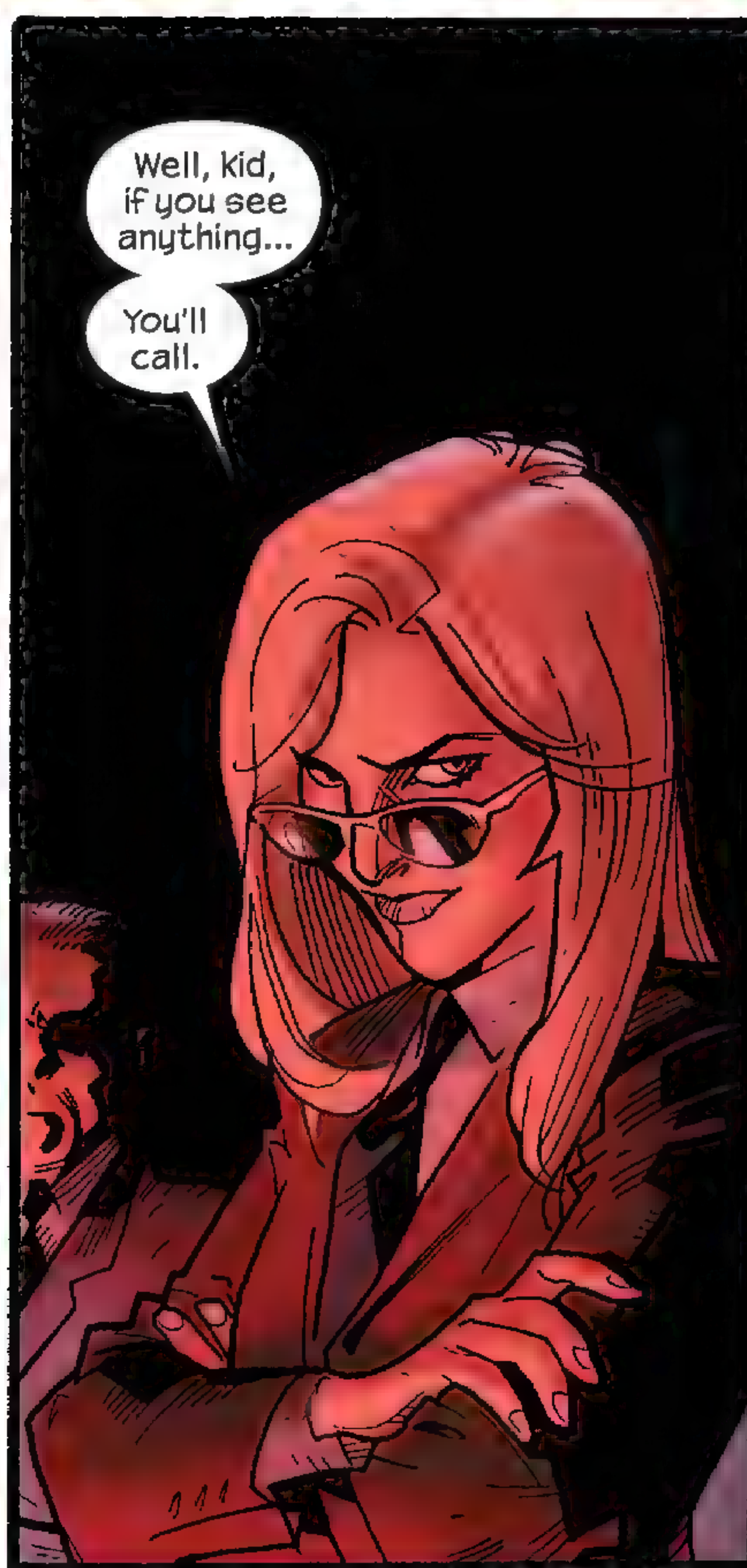
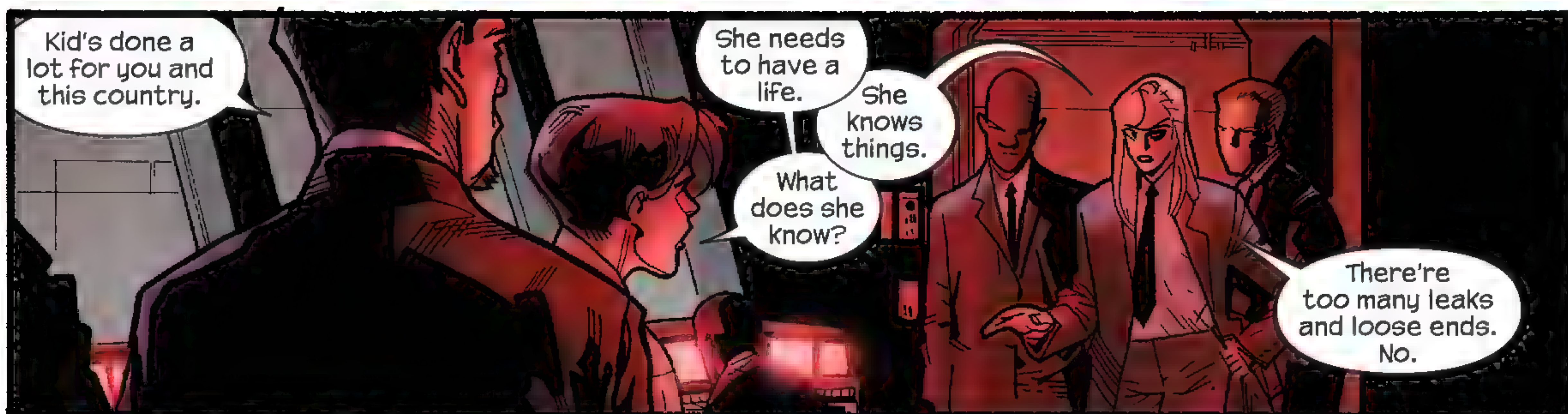
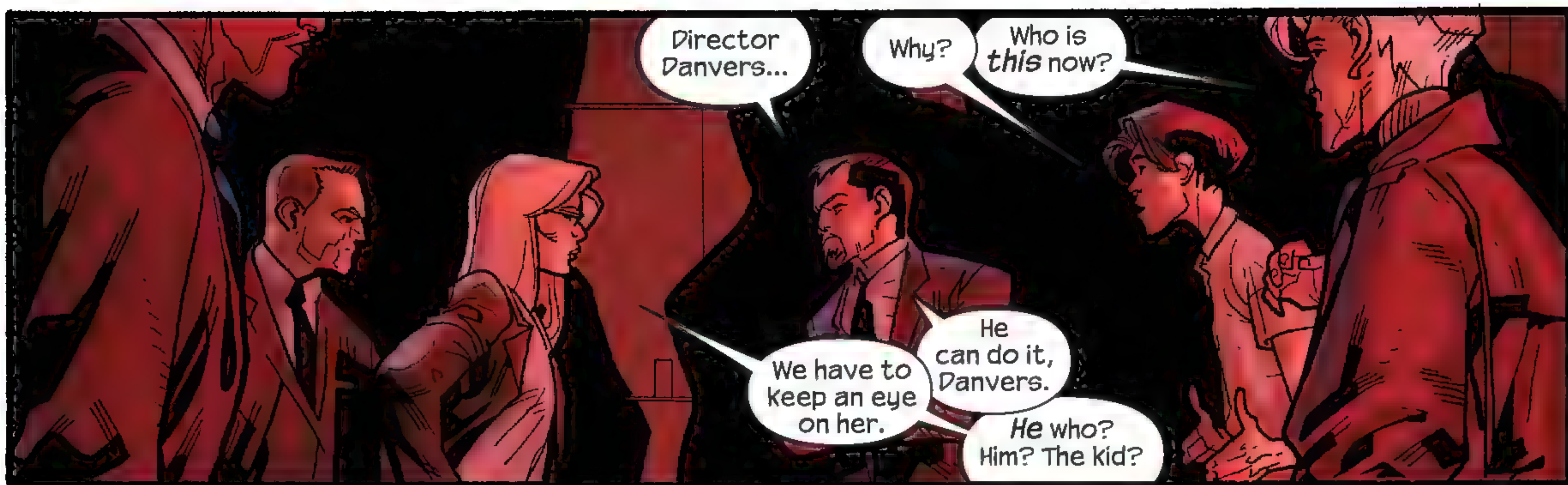
No, she's—she's kinda like my sister.

That's--

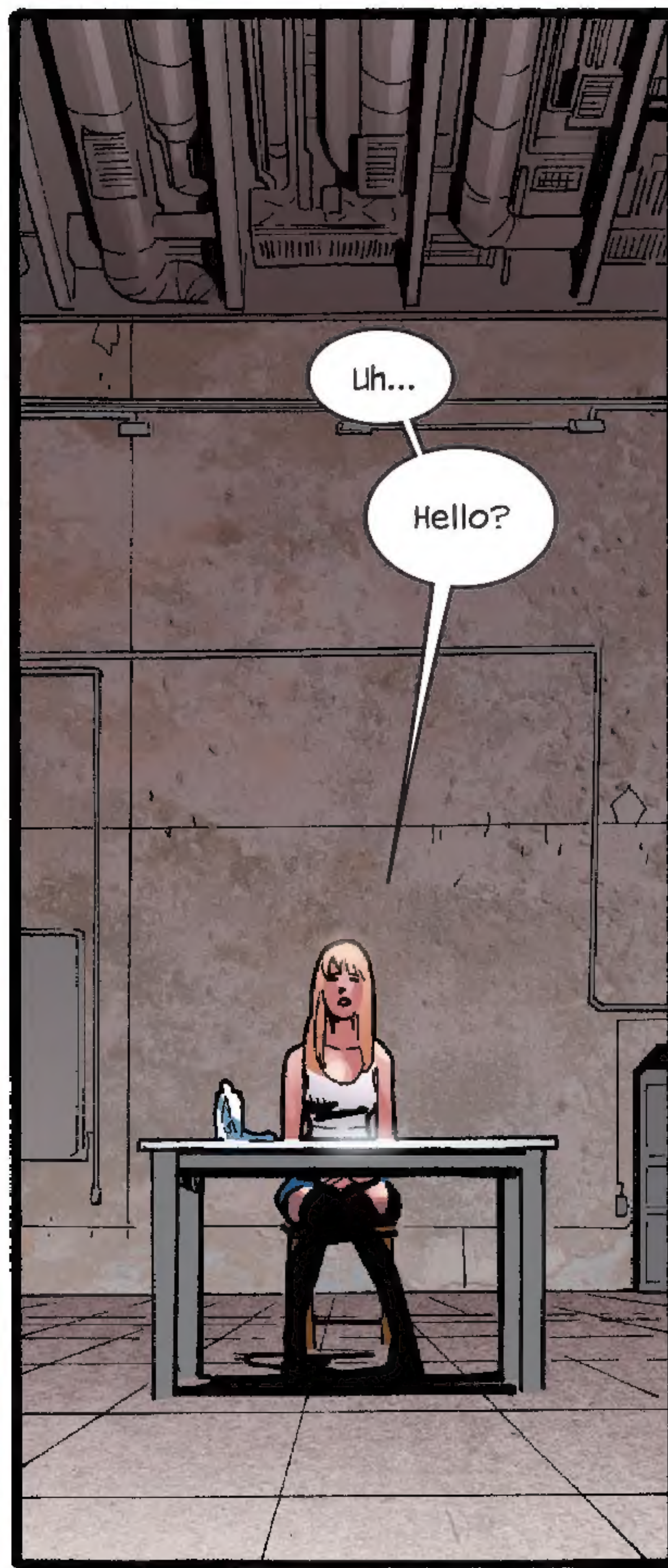
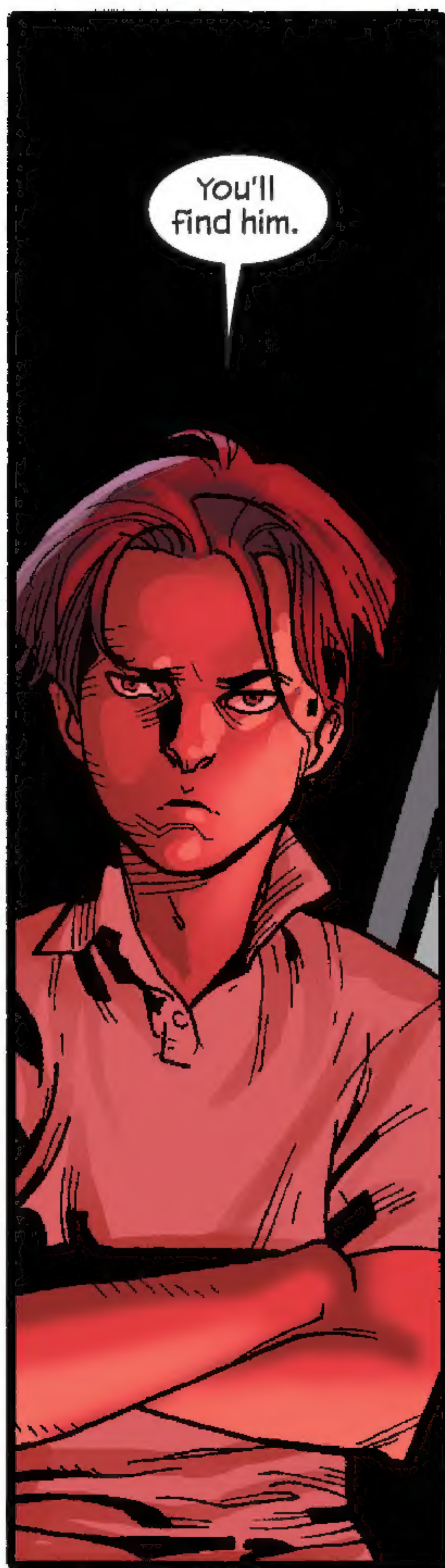
Well, sorry to say, but she stays here.



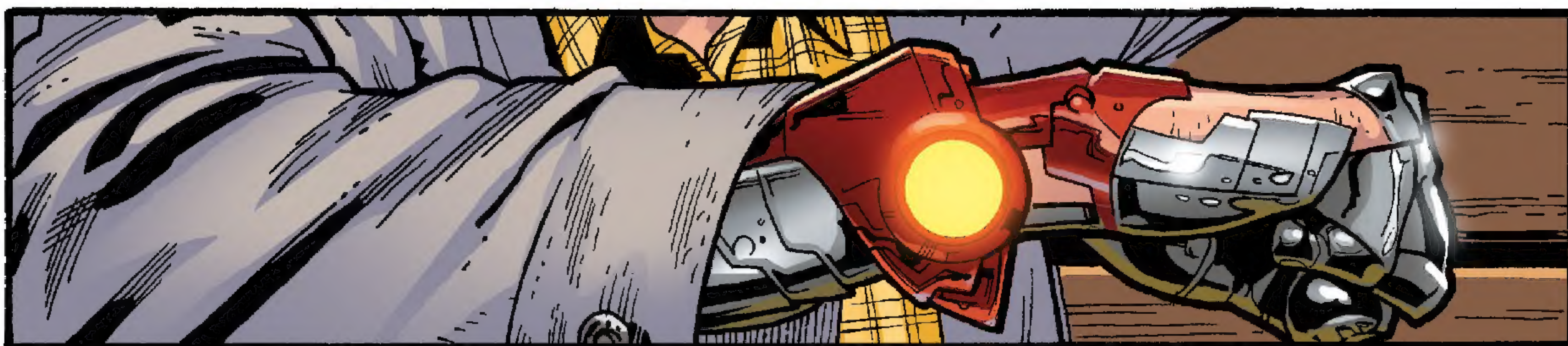
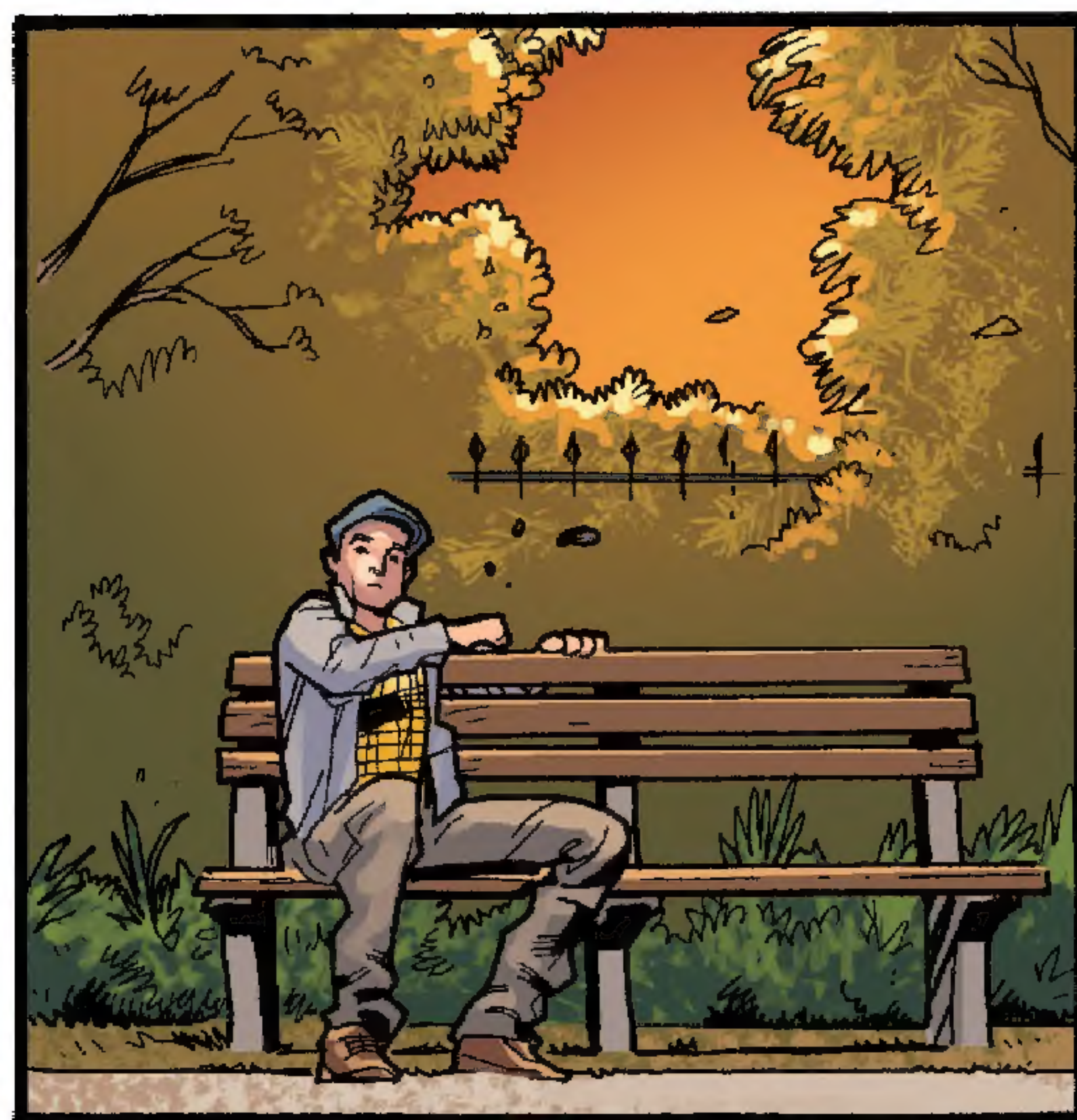
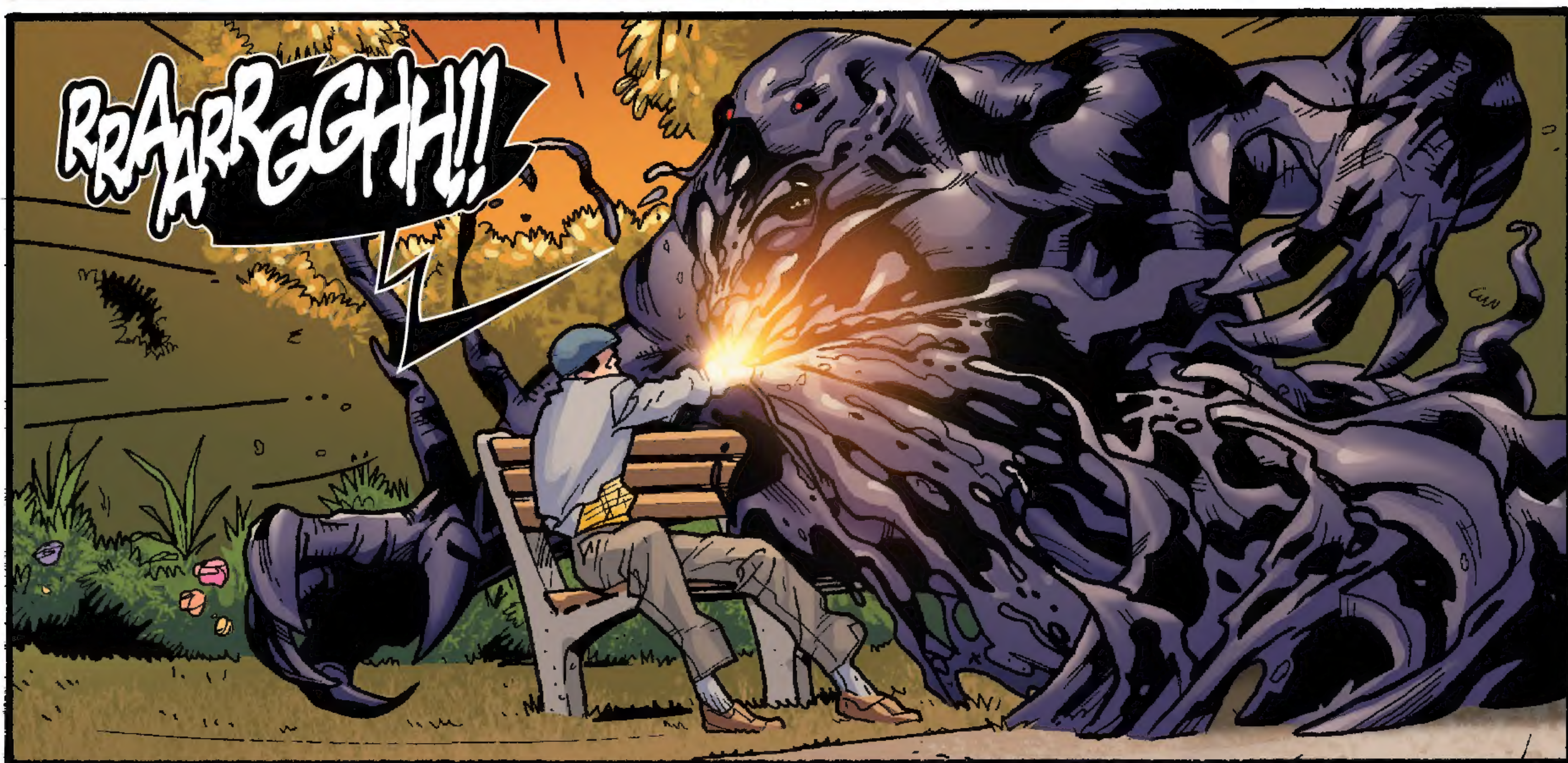










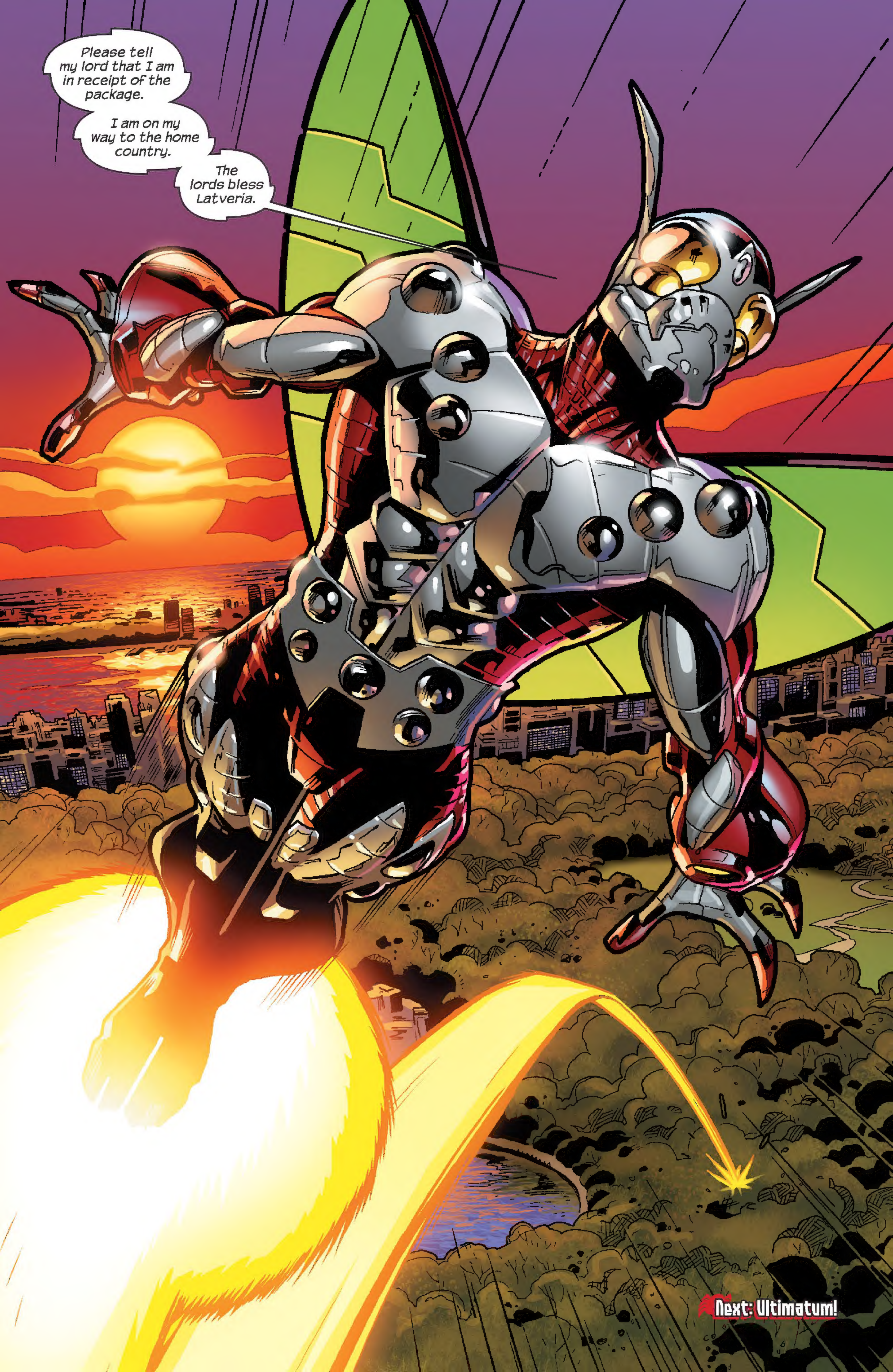




Please tell  
my lord that I am  
in receipt of the  
package.

I am on my  
way to the home  
country.

The  
lords bless  
Latveria.







# VENOM RETURNS!

**W**hen Spidey's most fearsome foe strikes, it looks bad for the outmatched web-slinger — but Silver Sable and her Wild Pack may turn the tide! Have they come to save Spider-Man, or is their motive something more sinister? Plus: This story adapts, expands and incorporates the hit Ultimate Spider-Man video game (that Brian Michael Bendis just happened to co-write) into Ultimate Spider-Man continuity! Find out why folks like Wizard are saying it's "the best Spider-book on the stands right now."

Collecting Ultimate Spider-Man #123-128, written by **Brian Michael Bendis** (Guardians of the Galaxy) and illustrated by **Stuart Immonen** (All-New X-Men).



**MARVEL**